

EXHIBIT G
to
Declaration of Stephen Richards

AmeriMark Group AG

Steinhauserstrasse 74 6301 Zug Switzerland

INFORMATION DOCUMENT

May 2019

REGISTRATION OF SHARES FOR NEGOTIATIONS ON VIENNA STOCK EXCHANGE DIRECT MTF

Code ISIN : CH0454224574

DIRECT MTF is a market operated by the Vienna Stock Exchange. Companies on Direct MTF are not subject to the same rules as companies on a Regulated Market (a main market). Instead they are subject to a less extensive set of rules and regulations adjusted to small growth companies. The risk in investing in a company on the Direct MTF may therefore be higher than investing in a company on a Regulated Market.

Copies of this Information Document are available free of charge from the company's registered address. This document is also available on AMERIMARK GROUP AG website (www.amerimarkag.com).

The proposed transaction does not require approval from the Financial Market Authority Austria (the "FMA"). This document was therefore not endorsed by the FMA.

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The articles of association included in this Information Document have been translated into English from German version, and their content appears for information purposes. In case of any discrepancies, and for legal purposes, the German version is registered in the Kanton Zug.

A certified version of the articles of association of the company are attached in appendix.

1. RESPONSIBLE PERSON

1.1. PERSON IN CHARGE OF THE INFORMATION DOCUMENT

The person below assumes responsibility for the completeness and truthfulness of the data and information contained in the information document:

Nicolai Colshorn

Director

1.2. STATEMENT OF RESPONSIBILITY

«I declare that to the best of my knowledge, the information provided in this Information Document is accurate and that, to the best of my knowledge, the Information Document is not subject to any (material) omissions and that all relevant information is included in the Information Document.»

Date: [REDACTED], 2019

For AMERIMARK GROUP AG

Nicolai Colshorn, Director

1.3. LEGAL STATUTORY AUDITORS

1.3.1. Primary statutory auditors

Lambda Consult GmbH

Säntisstrasse 44b 8311 Brütten Switzerland

- Date of appointment: 01/06/2018
- Term of office: 4 years

1.4. TRANSFER AGENT

Bank M- Repräsentanz der Fintech Group Bank AG

Mainzer Landstraße 61 D-60329 Frankfurt am Main Deutschland

- Date of appointment: 09/11/2018
- Term of office: renewable yearly

1.5. LEGAL COUNSEL

Gysi and Partner Rechtsanwältinnen AG
Daniel Gysi
Bachstraße 19 9008 ST. Gallen Switzerland

1.6. CORPORATE ADVISOR

Fran Hüser

Head of European Business development.

2. EXECUTIVE SUMMARY AND OVERVIEW

The following is a summary of some of the information contained in this Information Document. We urge to read this entire Information Document carefully, including the risk factors, AMERIMARK GROUP AG's historical financial statements and the notes to the financial statements.

2.

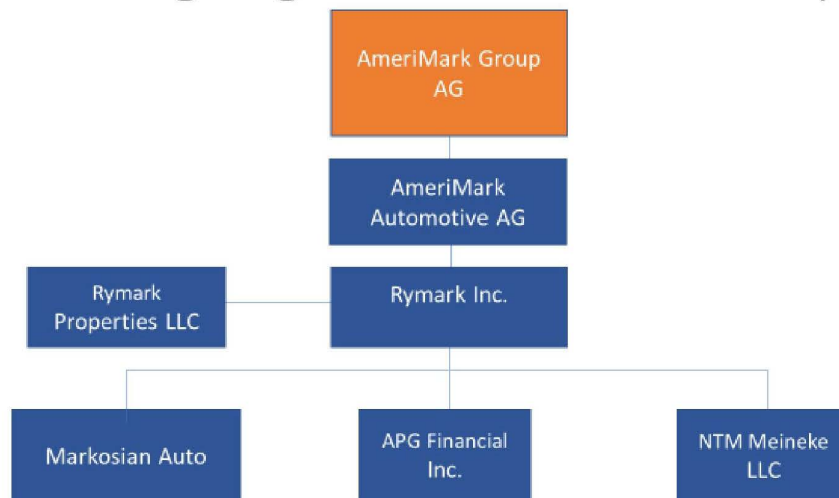
2.1. THE COMPANY

AmeriMark Group AG originally was incorporated in Switzerland on July 27, 2015. The Company acquired all of the operations of AmeriMark Automotive AG (a privately held Swiss holding company) through the issuance of 20,000,000 ordinary shares for the contribution in kind of 100% of AmeriMark Automotive AG's shares.

AmeriMark Group AG is seeking admission to trading on the Vienna Stock Exchange Direct MTF segment for 20,000,000 CHF 0.05 nominal value shares.

AmeriMark Automotive AG (the "Company" or "AmeriMark") is a Swiss based holding company that, through its U.S. based subsidiary, owns and operates 3 used car dealerships that predominantly, but not exclusively, sell cars on the "lease-here-pay-here" (LHPH) model to subprime purchasers. The dealerships are located Salt Lake City and Ogden, Utah in the United States. The company was founded in 2000 and currently has commenced plans to expand into the European markets.

Organigram AmeriMark Group



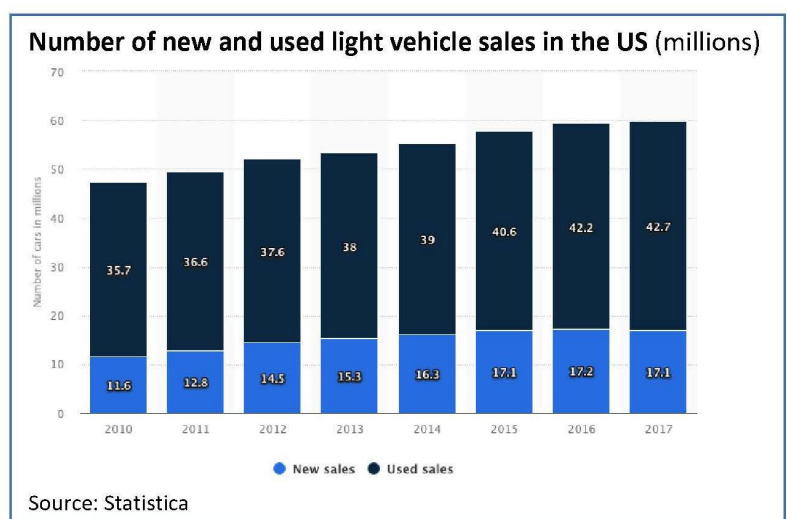
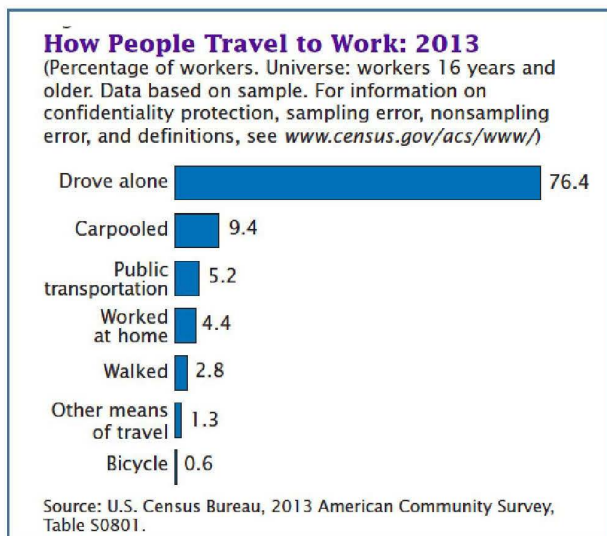
2.2. THE FOUNDATIONS OF THE ACTIVITY

Lease Here Pay Here (LHPH) Auto Dealers serve a specific segment of the used car market: individuals with a low credit rating – a FICO credit score below 620 (see explanation below). As such LHPH dealers issue auto loans that are subprime debt. LHPH dealers try to provide both the car and auto loan to their customers. Consequently, LHPH auto dealers participate in the following activities:

- Used car sales
- Subprime financing
- Collections business (when customers fall behind on their payments)

Americans depend on their cars more than public transportation, cars are critical for Americans getting to their employment and thus earning income. According to the US Census, 76.4% of Americans go to work driving alone. 70% of annual car sales are used car sales. And most Americans need a loan in order to buy or lease a new car. AmeriMark serves the consumer who cannot get a traditional loan: subprime borrowers. 20% of auto loans are subprime.

AmeriMark earns income from the profit margin of selling the car as well as income from originating and servicing the loan.



FICO Credit Score Ranges¹

FICO score	579 and lower	580 – 669	670 – 739	740 – 799	800+
Credit rating	Poor	Fair	Good	Very good	Excellent

Subprime auto loans are most frequently defined as loans to individuals with a credit score below 620, but sometimes can be to individuals with a credit score below 660 or 680.

¹ “Credit Scores 101: What’s a Good Credit Score Range?”, myFICO blog, <https://blog.myfico.com/whats-a-good-credit-score-range/>

Subprime auto loans comprise around 20% of the total auto loans outstanding and are mostly issued by auto finance companies

As of November 2017, 23 million Americans had a subprime auto loan according to the Federal Reserve Bank of New York.² “Subprime auto lending has long been dominated by auto finance companies, which have historically originated and held more than 70 percent of subprime auto loans.”³ “Outstanding subprime auto debt...now stands at about \$300 billion. Although this amount has increased steadily in absolute terms, as a share of the total outstanding auto loan balance, it has been fairly steady at around 24 percent since about 2011.”⁴

Percentage of Car Loan Originations by Credit Score⁵ (subprime in blue)

Year	< 620	620–659	660–719	720–759	760+
2017	19.98%	12.15%	22.07%	14.83%	30.97%
2016	21.08%	13.16%	21.81%	13.88%	30.07%
2015	22.71%	13.20%	21.41%	13.34%	29.34%
2014	22.06%	13.16%	21.52%	14.01%	29.24%
2013	21.74%	13.70%	21.64%	13.84%	29.08%
2012	22.04%	13.13%	20.65%	14.46%	29.71%
2011	19.83%	12.48%	21.08%	15.03%	31.57%
2010	18.62%	11.20%	20.69%	15.68%	33.81%
2009	18.71%	10.96%	20.01%	16.51%	33.81%
2008	25.17%	12.36%	20.46%	15.14%	26.88%
2007	28.89%	12.62%	20.13%	14.59%	23.76%
2006	30.00%	13.97%	21.40%	13.91%	20.72%
2005	26.47%	13.96%	22.68%	14.49%	22.41%
2004	26.21%	12.95%	24.77%	15.55%	20.51%

² “Just Released” Auto Lending Keeps Pace as Delinquencies Mount in Auto Finance Sector”, Andrew Haughwout, et al., Liberty Street Economics, Federal Reserve Bank of New York, November 14, 2017.

³ “Just Released: Auto Lending Keeps Pace as Delinquencies Mount in Auto Finance Sector,” Andrew Haughwout et al., Liberty Street Economics, Federal Reserve Bank of New York, November 14, 2017.

⁴ “Just Released: Auto Lending Keeps Pace as Delinquencies Mount in Auto Finance Sector,” Andrew Haughwout et al., Liberty Street Economics, Federal Reserve Bank of New York, November 14, 2017.

⁵ “Car Loan Statistics”, Kyle Morgan using data from “Quarterly Report on Household Debt and Credit, 2017 Q4”, Center for Microeconomic Data, Federal Reserve Bank of New York. <https://www.finder.com/car-loan-statistics>, https://www.newyorkfed.org/medialibrary/interactives/householdcredit/data/pdf/HHDC_2017Q4.pdf

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2.3. SELECTED FINANCIAL INFORMATION

The financial information presented below constitutes the unaudited financial statements for Rymark INC for fiscal years 2016 and 2017 and 2018 through November.

Total revenue which includes car leasing and sales and finance income is USD \$21.5 million and \$20.7 million for 2016 and 2017 respectively (post-depreciation and adjustments) and \$27.6 million for 2018 through November (pre-depreciation and adjustments).

60% of AmeriMark's business is leasing cars. As such the cars remain an asset of Amerimark. Lease fleet depreciation expense was \$1,731,088 and \$1,100,520 for 2017 and 2016 respectively.

Rymark, Inc. Simplified Income Statement (USD)

	Reviewed, post-depreciation and adjustments		Not reviewed, pre-depreciation and adjustments		
	2016	2017	2016	2017	2018 thru Nov
Sales	15,369,078	13,220,002	15,768,206	14,100,428	19,395,040
Cost of sales	13,093,445	10,821,008	13,001,551	11,345,055	17,092,506
Gross profit	2,275,633	2,398,994	2,766,655	2,755,374	2,302,534
Finance income	6,162,772	7,516,834	5,775,252	6,969,169	8,231,064
Total operating income	8,438,405	9,915,828	8,541,907	9,724,543	10,533,598
Operating expense	7,823,538	9,531,473	7,032,310	7,678,278	8,284,024
Income from operations	614,867	384,355	1,509,597	2,046,265	2,249,574
Other income (expense)	(508,176)	(656,225)	(304,172)	(731,732)	(845,662)
Net income	106,691	(271,870)	1,205,425	1,314,533	1,403,912

Rymark, Inc. Simplified Balance Sheet (USD millions)

	Reviewed, post-depreciation and adjustments		Not reviewed, pre-depreciation and adjustments		
	2016	2017	2016	2017	2018 thru Nov
Current assets	4,750,947	5,701,899	9,591,012	13,570,350	16,695,130
Property and equipment	5,653,086	8,577,257	1,870,130	2,197,270	997,524
Other assets	1,264,999	1,453,009	654,437	17,660	690,003
Total assets	11,669,032	15,732,165	12,115,579	15,785,279	18,382,657

Current liabilities	6,609,542	10,624,224	4,603,426	4,920,138	6,254,888
Long-term liabilities	5,316,009	5,695,234	6,940,639	9,927,969	11,381,858
Total liabilities	11,925,551	16,319,458	11,544,065	14,848,107	17,636,747
Total stockholders' equity	(256,519)	(587,293)	571,514	937,173	745,910
Total liabilities and stockholders' equity	11,669,032	15,732,165	12,115,579	15,785,279	18,382,657

3. INDUSTRY AND COMPETITIVE ANALYSIS

3.

3.1. INDUSTRY ANALYSIS: LEASE HERE PAY HERE

The used automobile sales industry in the United States generates over US\$ 100 billion in revenue with approximately 43 million vehicles sold in 2017. Over 90% of the used car market is occupied by conventional franchise dealerships that sell new as well as used inventory and this constitutes the principal segment of the market. In addition, this area of the market is also dominated by multi-store public companies such as Auto Nation and CarMax that sell a wide variety of vehicles but are not tied to any one manufacturer or brand.

AmeriMark, by contrast, operates specifically in a segment of the market that targets sub-prime buyers or lessors. According to the U.S. Consumer Finance Protection Bureau (CFPB) the target consumer for such vehicle sales are typically individuals have low credit (FICO) score ranging between 461-554 and annual household incomes of US\$ 37,000 to 50,000.

The largest 2 competitors in the sub-prime buy-here-pay here (or lease-here) market are: publicly traded Irving Texas based America's Car-Mart which owns and operates 143 locations; and closely-held Arizona based Drivetime Automotive Group, a company that owns and operates 138 dealerships in 26 states across the U.S. In 2018 (fiscal year ending April 30), America's Car-Mart (NASDAQ Symbol: CRMT) had net income of US\$ 36.5 million on annual revenue of US\$ 612 million.

The remainder of the sub-prime automobile sales industry is greatly fragmented and is made up of numerous local and regional dealerships that own and operate anywhere from 1 to as many as 10 locations. These companies often focus on dominating a small geographic locality where they are able to focus their advertising and marketing efforts and establish a competitive presence. Such fragmentation makes a well capitalized company an excellent candidate to implement a regional consolidation or roll up strategy for expansion.

3.1.1. Current trends in the Lease Here Pay Here

Leasing is a growing trend. Leasing now comprises 30% of all new car sales and is also growing across all credit tiers of consumers.⁶

The securitization of sub-prime auto loans has increased the capital available to this segment of the market and has commensurately increased competition. However, as in the sub-prime mortgage crisis of 2008, many of these loans perform poorly. Demand for vehicles in this sector remains strong as wages in the U.S. continue to stagnate and more and more consumers are forced into the sub-prime space. Since most U.S. residents rely on automobile transportation for their basic daily needs such as getting to work and acquiring basic goods, the demand for vehicles remains strong.

On a basis of profit margins, small agile players such as AmeriMark can sometimes outperform larger, better financed competitors as they are carefully able to monitor and select inventory and customers.

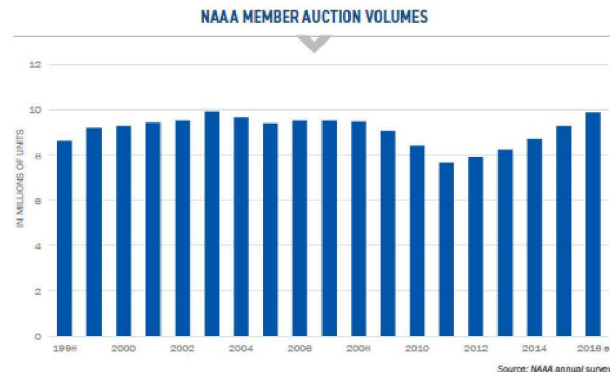
3.1.2. Supply of used cars

Obviously, the largest cost for used car dealers is the cost of purchasing cars. The largest source of used cars come from auto auctions. Used wholesale car prices have been stable for four years in a row [2017] according to Manheim, a wholesale vehicle auction house that operates nationally.⁷ BHPH and LHPH dealers can also develop a network of local new car dealerships to purchased trade-ins or leased vehicles that the new car dealers do not want to retain. New car sales are critical for supplying cars to downstream used car markets.

LHPH dealers must identify cars that fit the needs of their customer base:

- A cost that customers can manage to repay over a 3- to 5-year loan
- A car that will have minimal repairs over the life of the loan

During the recession of 2008-9, new car sales declined resulting in fewer used cars downstream. However, car auction volumes have picked up and are growing annually. National Auto Auction Association (NAAA) reports that auction volumes are consistently increasing. Total US used car volumes are double that of what NAAA members supply.⁸



⁶ "State of the Automotive Finance Market: A Look at Loans and Leases Q2 2017", Melinda Zabritski, Experian.

⁷ "2017 Used Car Market Report", 22nd edition, Manheim. <https://publish.manheim.com/content/dam/consulting/2017-Manheim-Used-Car-Market-Report.pdf>

⁸ National Auto Auction Association data referenced in the "2017 Used Car Market Report", 22nd edition, Manheim. <https://publish.manheim.com/content/dam/consulting/2017-Manheim-Used-Car-Market-Report.pdf>

3.1.3. Technology improvements for Collections

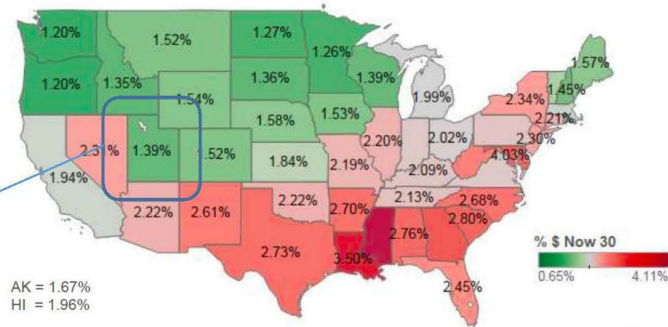
There are many technologies that are benefiting LPH dealers and improving collections.⁹ The main areas of technology improvement are:

- **Technologies that make it easier for customers to make their weekly or monthly payments.** Historically the industry practice was to have customers physically come to the dealership premises and pay in cash. Now some dealerships are using technology that allows customers to make payments remotely such as creating pay portals that accept credit cards or enabling customers to make electronic bank transfers.
- **Technologies that remind consumers to make payments.** There are now devices that dealers can install inside the car that will beep to remind the person to make a payment when they are late. Reminder text messages are also starting to be used.
- **Mechanisms that make repossessing cars easier.** Dealers can install GPS locator devices so that they can track where the vehicle is. Dealers can also install remote control ignition blockers that prevent the car from being started.

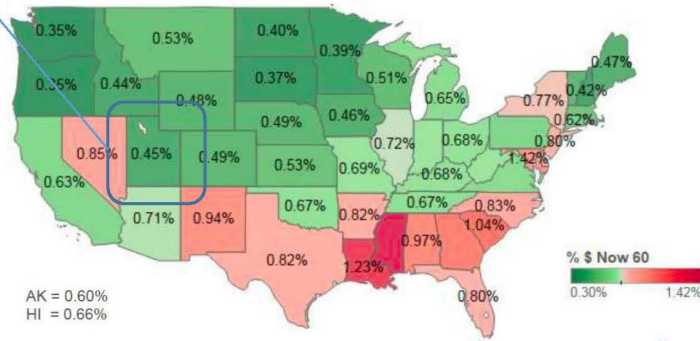
3.1.4. Utah market

Utah repayment rates are better than the national average.

Percentage of loan balances 30 dpd



Percentage of loan balances 60 dpd



Dpd: days past due

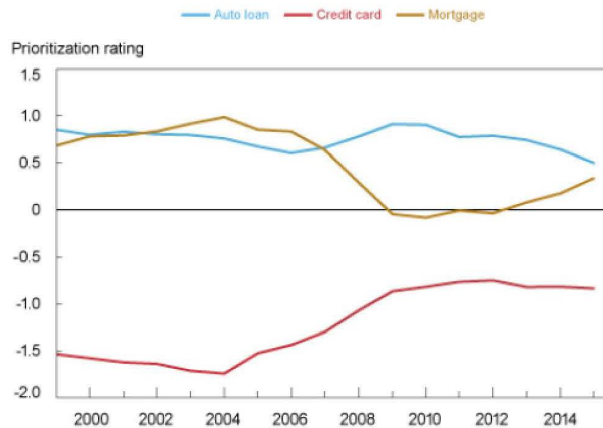
Source: "State of the Automotive Finance Market: Q3 2018", Melinda Zabritski, Experian.

⁹ NADB xxxx
Information Document

3.1.5. Consumers prioritize repaying their car loan or lease

When borrowers are delinquent, they prioritize paying their auto loan over their home mortgage or credit card debt.

Debt Payment Prioritization by Year



Source: New York Fed Consumer Credit Panel / Equifax.

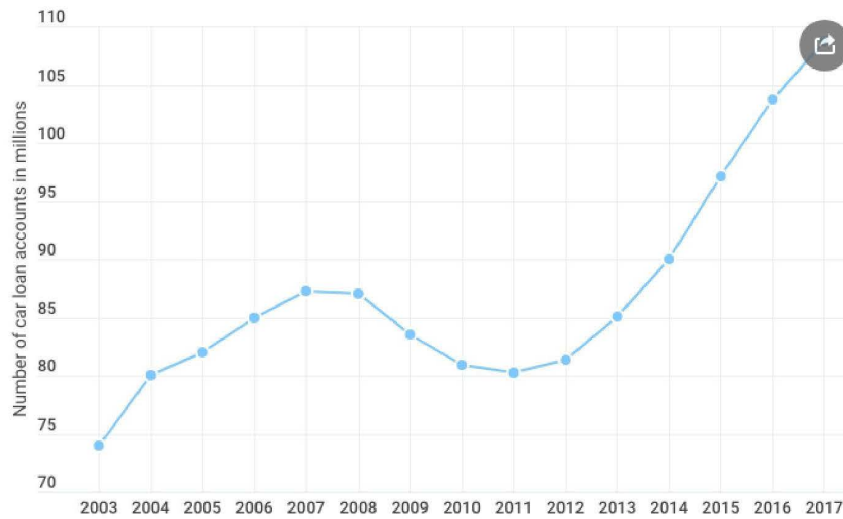
Notes: Auto loans include those from banks and finance companies. Credit card debt includes bank card, retail, and consumer finance. Mortgage debt includes first liens, second liens, and home equity lines of credit (HELOC).

Prioritization ratings are standardized to sum to zero in any given year. Individuals included in this analysis must go delinquent on at least one form of debt while remaining entirely current on at least one other form of debt in which they have loans.

3.1.6. Auto loan and repossession rates

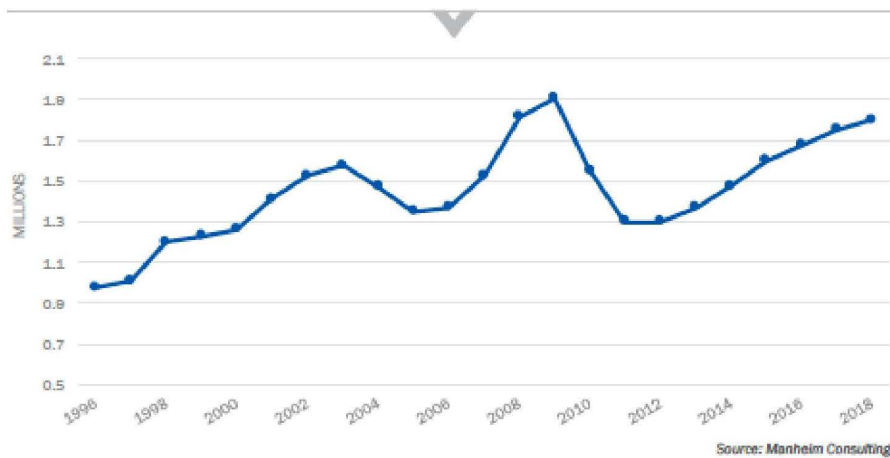
The number of auto loans is growing significantly and so are repossessions, although at a slower pace.

Number of auto loan accounts (millions)



Source: "Quarterly Report on Household Debt and Credit, 2017 Q4", Center for Microeconomic Data, Federal Reserve Bank of New York.

NUMBER OF REPOSSESSIONS



3.2. COMPETITIVE ANALYSIS

3.2.1. Introduction

IBIS World estimates the US used car industry generates over USD \$110 billion in annual revenues and comprises almost 150,000 businesses which include dealerships, repairs services, finance companies,

and so on.¹⁰ The Car Connection estimates there are 45,000 independent used car dealerships in the US.¹¹

Buy-here-pay-here (BHPH) and lease-here-pay-here (LHPH) dealerships operate on the model of providing both the financing and the car as customers are credit-impaired and cannot get a standard bank auto loan. Competition to win customer business is often predicated around who wins the financing business. Nationally there are a few large used car companies, but most dealerships are small independently owned dealerships that have 1 to 10 locations each.

3.2.2.Used car dealerships in Utah (Salt Lake City)

In Utah, total sales from all dealership in 2017 totalled USD \$8.6bn, according to the National Automobile Dealers Association. The industry is highly fragmented with large national players mostly absent from servicing the subprime market. The association Used Car Dealers of Utah has 500 members, although this does not represent the majority of used car dealers in the state. Finally, in recent years more independent BHPH dealerships have opened up.

Amerimark does not compete against conventional used car dealers because even if they sell a used car to the consumer they cannot provide the financing to credit-impaired consumers. The used car dealers below are mainstream car dealers and not BHPH / LHPH dealers, but information on mainstream dealers is more readily available and provides indications of the BHPH / LHPH markets.

Utah-based companies

Utah has two used auto dealerships that are ranked 9th and 10th in the nation based on vehicle sales by Auto News in 2017:

- *Larry H. Miller Dealerships* which has 64 locations and sold 51,223 vehicles in 2017 earning USD \$985 million in revenue for used car sales. They have dealerships in 7 states including Utah with 21 dealerships in Utah.
- *Ken Garff Automotive Group* which has 54 locations and sold 41,325 vehicles in 2017 earning USD \$818 million in revenue for used car sales. They have dealerships in 6 states including Utah with 28 dealerships in Utah (many of

The sales figures above are for all used cars and not just those to the subprime customer.

National companies

Almost all the large national used car players do not have dealerships in Utah with the exception of one CarMax dealerships.

Company	AutoNews 2017 ranking	Number of states with dealerships	Number of dealerships	Number of dealerships in Utah
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¹⁰ "Used Car Dealers Industry in the US", IBIS World. <https://www.ibisworld.com/industry-trends/market-research-reports/retail-trade/motor-vehicle-parts-dealers/used-car-dealers.html>

¹¹ "The United States of Used Cars", The Car Connection, https://www.thecarconnection.com/news/1090254_the-united-states-of-used-cars

CarMax	1	41	250	1
Penske Automotive Group	2		300	0
AutoNation	3		258	0
Group 1 Automotive	4	15	173	0

CarMax has 250 dealerships in 41 states. It only has one dealership in Utah south of Salt Lake City that would compete with two of AmeriMark's locations.

America's Car-Mart is a large used car company in the US. It does not operate in Utah. It primarily operates in the south, central part of the US, specifically in: Alabama, Arkansas, Georgia, Indiana, Iowa, Kentucky, Mississippi, Missouri, Oklahoma, Tennessee, and Texas. These areas are over 1,000 miles (2,000 kilometres) from Utah.

DriveTime is another national used car company. It operates in 26 states, but does not operate in Utah. Its closest dealership is in Colorado about 360 miles (almost 600 kilometres) from Salt Lake City. DriveTime does have an online sales operation. However, customers would not be able to test drive the car or examine it.

National rental car companies. In Utah, there are the sales arms of national rental car companies such as Hertz and Enterprise operating in Salt Lake City, for example. Typically rental car agencies do not target sales towards the subprime market.

3.2.3.Subprime lenders

"Subprime auto lending has long been dominated by auto finance companies, which have historically originated and held more than 70 percent of subprime auto loans."¹² Starting around 2012-3, banks and specialty finance companies entered the subprime auto lending market in search of higher returns. BHPH lenders were getting squeezed out of the market. However, many of these players have since left the industry having incurred high losses. Moreover, regulated lenders such as banks have returned to focusing on higher credit quality consumers. At present, credit unions are providing greater competition to BHPH dealerships.

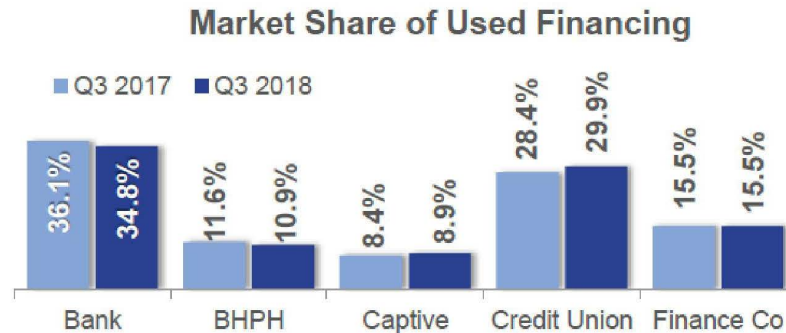
An influx of institutional capital entered the subprime auto lending market in recent years from two sources: private equity firms and Wall Street loan securitizations. Private equity firm have invested in recent years about USD \$3 billion according to Bloomberg fueling loan originations. The Blackstone Group put \$472 million into an aggressive expansion. Perella Weinberg Partners loan balance hit a high of USD \$3 billion in 2017 through its' acquired company Flagship Credit Acceptance. In 2016 and 2017 Wall Street securitized and issued USD \$25 billion of bonds pooling subprime loans each year.

With an abundance of capital specialized financing companies, including those backed by venture capital firms, ramped up operations dramatically increasing the amount of loans they originated. Many of these

¹² "Just Released: Auto Lending Keeps Pace as Delinquencies Mount in Auto Finance Sector", Andrew Haughwout, et al., Liberty Street Economics, Federal Reserve Bank of New York, November 14, 2017.

companies have gone bankrupt and left the market, including: Summit Financial Corp, Spring Tree Lending, and Pelican Auto Finance.

At this point, credit unions are providing more competition to BHPH and LPHH dealerships.



Source: "State of the Automotive Finance Market: Q3 2018", Melinda Zabritski, Experian.

3.2.4.Barriers to entry

While formal barriers to entry into the sub-prime used car dealership markets are not great, there are a number of key barriers that prevent newcomers from entering the market:

- Adequate access to capital to acquire inventory.
- Access to capital to finance vehicle sales or leases.
- Know-how in implementing floor plans.
- Access to sales training protocols.
- Capital to acquire dealership locations (which of necessity must be of a certain size to house inventory).
- Relationships to provide client financing.
- Licensure.

The highly competitive and diverse nature of the sector makes initiating such a business relatively difficult as there are many elements to successful management of such an enterprise, not the least of which is the ability to hire, train and maintain an effective sales force to deal with the particular clientele of this sector.

While State Licensure for operating a dealership is technically available to anyone who is capable of paying the approximate annual costs of US\$ 3,000.00, the issuance of a license is contingent upon the prospective licensee demonstrating that he owns or has leased a suitable premise for operating an automotive sales operation, along with adequate signage to the public.

3.2.5.Competitive advantages

Consistent, reliable long-established local BHPH / LPHH dealerships have a competitive advantage.

1. Customer service.

2. Communication with the customers.
3. Convenience of making payments (various methods).
4. Flexibility to trade in and upgrade leased vehicles.
5. Reliability of vehicles sold.
6. Attractive inventory in terms of variety of vehicles, price points and suitability of vehicle types for the typical customer base.
7. Attractiveness of dealing with a local, Utah based company where client has access to live personnel and can also easily access the location.

4. COMPANY PRESENTATION

4.

4.1. ABSTRACT

AmeriMark via its' subsidiary Rymark, Inc. operates three used car dealerships in Salt Lake City and Ogden, Utah. Ogden is located a half hour north of Salt Lake City. AmeriMark focuses on serving credit-impaired borrowers with 60% of sales in leased vehicles (Lease Here Pay Here) and 40% of sales in outright purchases with no financing provided. The Utah market has lower default rates than the national average and Rymark focuses on providing cars that are affordable through the 3- to 5-year life of a typical loan or lease.

4.2. AMERIMARK'S SERVICES

4.2.1.AMERIMARK's revenue model

The Company realizes revenue from several streams:

- Vehicle sales
- Vehicle leases
- Direct financing of purchases
- Direct financing of leases
- Service income (labor and parts)
- Fees associated with financing, such as loan origination fees, service fees, repossession fees etc.

Rymark, Inc.

	Markosian Auto	APG finance company
Responsible for:	<ul style="list-style-type: none"> ● Sales ● Leases ● Auto service ● Customer relations 	<ul style="list-style-type: none"> ● Accepting payments ● Repossession ● Collection
Customer:	<ul style="list-style-type: none"> ● Pays initial down payment for leased vehicle ● Pays for used car ● Go to for car maintenance 	<ul style="list-style-type: none"> ● Pays weekly or monthly

4.2.2.AMERIMARK's used car business: Markosian Auto

The Company, as noted, operates 3 locations and sells or leases approximately 180 cars a month. 60% of the cars are delivered through AmeriMark's in house lease here-pay here program while the balance of 40% is sold on a more traditional basis where the customer qualifies for outside financing or pays cash. At present, AmeriMark has the resources to provide financing on 60% of the cars it leases to its

customers. The balance of the financing is provided by large banks or finance companies such as Capital One. These institutions typically charge interest rates up to 21% (depending upon the customer) per annum known by the acronym APR (annual percentage rate). While AmeriMark also leases vehicles at similar APRs, management also leases vehicles at rates of up to 30% on vehicles it self finances through its APG subsidiary as described below.

Key to the Company's high profit margins and success relative to its large publicly traded competitors are several key factors:

- The know-how to source low cost, reliable vehicles at auction.
- Careful selection of inventory to match customers' demands and desires.
- Avoiding purchase of vehicles that are too costly or not the right profile for customers.
- Providing friendly and non-aggressive customer sales techniques.
- Pricing vehicles at attractive price points.
- Providing ongoing sales, payment and service support.
- Creating attractive, catchy advertising copy for television, radio and Internet based advertising campaigns.
- Programming advertising in an optimal way to reach target audiences.
- Maintaining a high reputation for integrity in an industry sector known for aggressive and manipulative sales practices.

The Company predominantly sources its inventory from Manheim, the largest U.S. based owner and operator of used vehicle auctions, but also acquires vehicles from Stockwave, CarMax auctions, Smart Auction, Carriage Trade Auctions, Insurance Auto Auctions and Adesa Auctions.

4.2.3.AMERIMARK's finance company: APG

The Company's APG subsidiary is their lease-financing arm. While Markosian Auto is responsible for sales, leases, customer relations, automobile service etc., APG - the lease arm, deals with financing and collections. For example, a client who leases a car pays an initial down payment that is captured by the Markosian auto division. Thereafter, the APG subsidiary services the lease. APG is responsible for accepting weekly or monthly payments from the lessor, and also manages repossessions and collections.

APG sources its capital from 2 entities LPH.com and Advantage Funding at annual percentage rates of 8.5% and 12 % respectively. It generates leases at an annual percentage rate averaging 30%.

In the event of default on the lease, APG handles the repossession of the vehicle and releases it. The Company maintains a relationship with an attorney who then pursues defaults on the lease via collection attempts or small-claims court. Typically, in event of default, the Company not only recovers the vehicle and is able to lease it to another customer; it usually is able to recover some US\$2-3,000 from the lessor in default over time using a structured payment plan.

4.2.4.AMERIMARK's management strategy

AmeriMark's management has multi-year experience and know-how that allow the Company to optimize profitability and minimize potential losses in its business. Together with the cleverly formulated and

expertly programmed advertising campaigns, these best practices, including the correct matching of customers and vehicles, maintenance of strict collection protocols, and a disciplined approach to inventory acquisition all result in meaningful competitive advantages for AmeriMark in a highly competitive environment.

Source inventory at the right price point. First and foremost as already mentioned is management's ability to source the appropriate inventory for the target consumer at the correct price point. This protocol includes avoiding the purchase of late model vehicles that are too expensive for the Company's typical clientele or sourcing vehicles that are too luxurious.

Evaluating the customer for credit worthiness. Management is equally careful in evaluating their prospective customers so that they are able to keep vehicles out of repossession. Although some repossessed vehicles are then once again leased to the same client, and the Company may generate fees from such events, in general, the Company has a solid track record of evaluating the financial capabilities of its clientele and catering to their needs.

Building and maintaining a strong customer relationship (sales training program). In addition to such advantages, the Company maintains an ongoing sales training program for its sales force that includes detailed procedures for dealing with customers in such a way as to engender good will and encourage the closure of vehicle sales without resorting to the typical high-pressure tactics typically employed in the used car industry. This engenders repeat business and good will. The Company is also cognizant of maintaining strong ongoing relations with its clientele by providing courteous service and various convenient ways of making car payments.

Expert knowledge of government regulations. Management also has a depth of knowledge as regards to regulations of sub-prime loans and restrictions on abusive debt collection practices that have cost larger competitors millions in fines.

Employs technology to promote easy payments. The Company provides clients with multiple avenues to make payments including online payments, automatic credit card withdrawals, automatic ACH withdrawals (directly from clients' bank accounts) and, of course, cash payments at dealership locations.

Effective advertising campaigns. The Company has a good understanding of its' clientele and the best way to reach them using traditional advertising (radio, newspaper and television ads) and mixing in social media.

4.2.5.AMERIMARK's advertising strategy

AmeriMark's advertising objectives are to:

- Attract more consumers to walk into the dealership and increase automotive sales.
- Enhance the consumer experience.
- Boost local and regional brand recognition and reputation to effect popularity.

Through media advertising such as:

- Television
- Radio
- Magazines
- Outdoor advertising, including:
 - Billboards
 - Posters on buses
- Internet advertising, including:
 - Landing pages ads

Once AmeriMark has contact with potential customers, we strive for a closer distance between the consumers and the brand through optimal service and a rewarding consumer experience.

4.2.6. Expansion into European Markets

The market for used cars throughout Europe is an area of concern for both consumers and regulators. Recognizing this problem, the Leadership of the European Union, in recent years, commissioned an extensive study of the **“SECOND HAND CARS MARKET”** in order to learn the nature of the problems. The subject report finds that this market has the lowest overall score among the goods markets in the 8th Consumer Markets Scoreboard. The greatest failings are in the area of trust, product performance and comparability.

In several European markets as many as 15% of used car buyers require sub prime financing in order to complete their purchase. Generally, this is provided by third party funders who act like a bank but usually with private or institutional money and at much higher rates than those offered by banks.

The foregoing describes a generally inefficient market which fails to adequately serve the used car buyer in general and the specifically the used car buyer requiring subprime financing.

The Markosian formula currently used by AmeriMark in all its US operations improves the experience for its customers who are either prime credit qualified or need subprime assistance.

Full transparency in vehicle history, financing options and credit needs are hallmarks of the AmeriMark model. The customers in the Markosian Auto stores (subsidiary operations of AmeriMark) are greeted with the same respect and transparency whether they have solid gold credit or need assistance. This philosophy brings about greater efficiencies, builds trust, creates opportunity for comparison and generally overcomes the problems so prevalent in the European marketplace.

Every used vehicle sold or leased through an AmeriMark location has been processed in a very thorough manner assuring superior products are in the consumer's hands as they leave the lot in their new (to them) car. AmeriMark's stores have full shops on site for both inventory rehabilitation and to meet the needs of customers.

The Company intends to launch expansion into the sub-prime German and French automotive sales markets using the Markosian formula. After research and due diligence, Management has determined that the formula can clearly be implemented by AmeriMark in retail operations in Europe for both greater efficiency and customer satisfaction. The competitive outlook in Germany and the U.K. is more favorable than that in the Company's home market and Management feels confident that a gradual and incremental entry into these markets can be successfully accomplished.

5. RISK MANAGEMENT

5.

The Company is subject to various risks. The following is a discussion of risks that could materially and adversely affect the Company's business, operating results, and financial condition.

The Company's growth strategy is dependent upon the following factors:

- *Favorable operating performance.* Our ability to expand our business through additional dealership openings is dependent on a sufficiently favorable level of operating performance to support the management, personnel and capital resources necessary to successfully open and operate new locations.
- *Availability of suitable dealership sites.* Our ability to open new dealerships is subject to the availability of suitable dealership sites in locations and on terms favorable to the Company. If and when the Company decides to open new dealerships, the inability to acquire suitable real estate, either through lease or purchase, at favorable terms could limit the expansion of the Company's dealership base. In addition, if a new dealership is unsuccessful and we are forced to close the dealership, we could incur additional costs if we are unable to dispose of the property in a timely manner or on terms favorable to the Company. Any of these circumstances could have a material adverse effect on the Company's expansion strategy and future operating results.
- *Ability to attract and retain management for new dealerships.* The success of new dealerships is dependent upon the Company being able to hire and retain additional competent personnel. The market for qualified employees in the industry and in the regions in which the Company operates is highly competitive. If we are unable to hire and retain qualified and competent personnel to operate our new dealerships, these dealerships may not be profitable, which could have a material adverse effect on our future financial condition and operating results.
- *Availability and cost of vehicles.* The cost and availability of sources of inventory could affect the Company's ability to open new dealerships. The overall new car sales volumes in the United States have decreased dramatically from peak sales years. While sales levels for new vehicles have risen steadily since 2009, new vehicle sales volumes are just now back to pre-recession levels. This could potentially have a significant negative effect on the supply of vehicles at appropriate prices available to the Company in future periods. This could also make it difficult for the Company to supply appropriate levels of inventory for an increasing number of dealerships without significant additional costs, which could limit our future sales or reduce future profit margins if we are required to incur substantially higher costs to maintain appropriate inventory levels.
- *Acceptable levels of credit losses at new dealerships.* Credit losses tend to be higher at new dealerships due to fewer repeat customers and less experienced associates; therefore, the opening of new dealerships tends to increase the Company's overall credit losses. In addition,

new dealerships may experience higher than anticipated credit losses, which may require the Company to incur additional costs to reduce future credit losses or to close the underperforming locations altogether. Any of these circumstances could have a material adverse effect on the Company's future financial condition and operating results.

5.1. RISK RELATED TO MARKET AND COMPETITION

The used automotive retail industry is fragmented and highly competitive, which could result in increased costs to the Company for vehicles and adverse price competition. Increased competition on the financing side of the business could result in increased credit losses.

The Company competes principally with other independent Integrated Auto Sales and Finance dealers, and with (i) the used vehicle retail operations of franchised automobile dealerships, (ii) independent used vehicle dealers, and (iii) individuals who sell used vehicles in private transactions. The Company competes for both the purchase and resale, which includes, in most cases, financing for the customer, of used vehicles. The Company's competitors may sell the same or similar makes of vehicles that AmeriMark offers in the same or similar markets at competitive prices. Increased competition in the market, including new entrants to the market, could result in increased wholesale costs for used vehicles and lower-than-expected vehicle sales and margins. Further, if any of the Company's competitors seek to gain or retain market share by reducing prices for used vehicles, the Company would likely reduce its prices in order to remain competitive, which may result in a decrease in its sales and profitability and require a change in its operating strategies. Increased competition on the financing side puts pressure on contract structures and increases the risk for higher credit losses. More qualified applicants have more financing options on the front-end, and if events adversely affecting the borrower occur after the sale, the increased competition may tempt the borrower to default on their contract with the Company in favor of other financing options, which in turn increases the likelihood of the Company not being able to save that account.

5.2. RISK RELATED TO COMPANY ACTIVITIES

5.2.1. Access to inventory

A reduction in the availability or access to sources of inventory would adversely affect the Company's business by increasing the costs of vehicles purchased.

The Company acquires vehicles primarily through wholesalers, new car dealers, individuals and auctions. There can be no assurance that sufficient inventory will continue to be available to the Company or will be available at comparable costs. Any reduction in the availability of inventory or increases in the cost of vehicles would adversely affect gross margin percentages as the Company focuses on keeping payments affordable to its customer base. The Company could have to absorb cost increases. The overall new car sales volumes in the United States during the economic recession of 2008 decreased dramatically from peak sales years. While sales levels for new vehicles have risen steadily since 2009 and new vehicle sales returned to near pre-recession levels during fiscal 2016, the reduced new car sales have had and could continue to have a significant negative effect on the supply of vehicles available to the Company in

future periods.

5.2.2.Compliance risk

The used automotive retail industry operates in a highly regulated environment with significant attendant compliance costs and penalties for non-compliance.

The used automotive retail industry is subject to a wide range of federal, state, and local laws and regulations, such as local licensing requirements and laws regarding advertising, vehicle sales, financing, and employment practices. Facilities and operations are also subject to federal, state, and local laws and regulations relating to environmental protection and human health and safety. The violation of these laws and regulations could result in administrative, civil, or criminal penalties against the Company or in a cease and desist order. As a result, the Company has incurred, and will continue to incur, capital and operating expenditures, and other costs of complying with these laws and regulations. Further, over the past several years, private plaintiffs and federal, state, and local regulatory and law enforcement authorities have increased their scrutiny of advertising, sales and finance activities in the sale of motor vehicles.

5.2.3.Risk of inclement weather

Inclement weather can adversely impact the Company's operating results.

The occurrence of weather events, such as rain, snow, wind, storms, hurricanes, or other natural disasters, which adversely affect consumer traffic at the Company's automotive dealerships, could negatively impact the Company's operating results.

5.2.4.Risk of geographic concentration

The Company's business is geographically concentrated; therefore, the Company's results of operations may be adversely affected by unfavorable conditions in its local markets.

The Company's performance is subject to local economic, competitive, and other conditions prevailing in the state where the Company operates. The Company's current results of operations depend substantially on general economic conditions and consumer spending habits in the local Utah markets. Any decline in the general economic conditions or decreased consumer spending in these markets may have a negative effect on the Company's results of operations.

5.2.5.Reliance on Key Personnel

The Company's success depends upon the continued contributions of its management teams and the ability to attract and retain qualified employees.

The Company is dependent upon the continued contributions of its management teams. Because the Company maintains a decentralized operation in which each dealership is responsible for buying and selling its own vehicles, making credit decisions and collecting contracts it originates, the key employees at each dealership are important factors in the Company's ability to implement its business strategy. Consequently, the loss of the services of key employees could have a material adverse effect on the

Company's results of operations. In addition, when the Company decides to open new dealerships, the Company will need to hire additional personnel. The market for qualified employees in the industry and in the regions in which the Company operates is highly competitive and may subject the Company to increased labor costs during periods of low unemployment.

5.2.6. Reliance on information systems

The Company's business is dependent upon the efficient operation of its information systems.

The Company relies on its information systems in managing its sales, inventory, consumer financing, and customer information effectively. The failure of the Company's information systems to perform as designed, or the failure to maintain and continually enhance or protect the integrity of these systems, could disrupt the Company's business, impact sales and profitability, or expose the Company to customer or third-party claims.

5.2.7. Risk of seasonal fluctuations

The Company's business is subject to seasonal fluctuations.

Historically, the Company's third fiscal quarter (November through January) has been the slowest period for vehicle sales. Conversely, the Company's first and fourth fiscal quarters (May through July and February through April) have historically been the busiest times for vehicle sales. Therefore, the Company generally realizes a higher proportion of its revenue and operating profit during the first and fourth fiscal quarters. Tax refund anticipation sales efforts during the Company's third fiscal quarter have increased sales levels during the third fiscal quarter in some past years; however, due to the timing of actual tax refund dollars in the Company's markets, these sales and collections have primarily occurred in the fourth quarter in each of the last four fiscal years. The Company expects this pattern to continue in future years.

5.3. FINANCIAL RISKS

5.3.1. Credit losses

The Company's allowance for credit losses may not be sufficient to cover actual credit losses, which could adversely affect its financial condition and operating results.

From time to time, the Company has to recognize losses resulting from the inability of certain borrowers to pay contracts and the insufficient realizable value of the collateral securing contracts. The Company maintains an allowance for credit losses in an attempt to cover credit losses inherent in its contract portfolio. Additional credit losses will likely occur in the future and may occur at a rate greater than the Company has experienced to date. The allowance for credit losses is based primarily upon historical credit loss experience, with consideration given to delinquency levels, collateral values, economic conditions and underwriting and collections practices. This evaluation is inherently subjective, as it requires estimates of material factors that may be susceptible to significant change. If the Company's assumptions and judgments prove to be incorrect, its current allowance may not be sufficient and

adjustments may be necessary to allow for different economic conditions or adverse developments in its contract portfolio that could adversely affect the Company's financial condition and results of operations.

5.3.2.Delinquency risk

The Company may have a higher risk of delinquency and default than traditional lenders because it finances its sales of used vehicles to credit-impaired borrowers.

Substantially all of the Company's automobile contracts involve financing to individuals with impaired or limited credit histories, or higher debt-to-income ratios than permitted by traditional lenders. Financing made to borrowers who are restricted in their ability to obtain financing from traditional lenders generally entails a higher risk of delinquency, default and repossession, and higher losses than financing made to borrowers with better credit. Delinquency interrupts the flow of projected interest income and repayment of principal from a contract. Furthermore, a default can ultimately lead to a loss if the net realizable value of the automobile securing the contract is insufficient to cover the principal and interest due on the contract or if the vehicle cannot be recovered. The Company's profitability depends, in part, upon its ability to properly evaluate the creditworthiness of non-prime borrowers and efficiently service such contracts. Although the Company believes that its underwriting criteria and collection methods enable it to manage the higher risks inherent in financing made to non-prime borrowers, no assurance can be given that such criteria or methods will afford adequate protection against such risks. If the Company experiences higher losses than anticipated, its financial condition, results of operations and business prospects could be materially and adversely affected.

5.3.3.Financing Requirements and the Availability of Capital

Changes in the availability or cost of capital and working capital financing could adversely affect the Company's growth and business strategies, and volatility and disruption of the capital and credit markets and adverse changes in the global economy could have a negative impact on the Company's ability to access the credit markets in the future and/or obtain credit on favorable terms.

The Company generates cash from income from continuing operations. The cash is primarily used to fund finance receivables growth. To the extent finance receivables growth exceeds income from continuing operations, generally the Company increases its borrowings under its revolving credit facilities to provide the cash necessary to fund operations. On a long-term basis, the Company expects its principal sources of liquidity to consist of income from continuing operations and borrowings under revolving credit facilities and/or fixed interest term loans. Any adverse changes in the Company's ability to borrow under revolving credit facilities or fixed interest term loans, or any increase in the cost of such borrowings, would likely have a negative impact on the Company's ability to fund finance receivables growth which would adversely affect the Company's growth and business strategies. Further, the Company's current credit facilities contain various reporting and financial performance covenants. Any failure of the Company to comply with these covenants could have a material adverse effect on the Company's ability to implement its business strategy.

The capital and credit markets have remained somewhat constricted as a result of adverse economic conditions that caused the failure and near failure of a number of large financial services companies in recent years. While the adverse conditions in recent years have not impaired the Company's ability to access the credit markets and finance its operations, there can be no assurance that there will not be a future deterioration in the financial markets. If the capital and credit markets experience disruptions and the availability of funds remains low, it is possible that the Company's ability to access the capital and credit markets may be limited or available on less favorable terms which could have an impact on the Company's ability to refinance maturing debt or react to changing economic and business conditions. In addition, if negative global economic conditions persist for an extended period of time or worsen substantially, the Company's business may suffer in a manner which could cause the Company to fail to satisfy the financial and other restrictive covenants under its credit facilities.

5.3.4.Delinquency risk

The Company may have a higher risk of delinquency and default than traditional lenders because it finances its sales of used vehicles to credit-impaired borrowers.

Substantially all of the Company's automobile contracts involve financing to individuals with impaired or limited credit histories, or higher debt-to-income ratios than permitted by traditional lenders. Financing made to borrowers who are restricted in their ability to obtain financing from traditional lenders generally entails a higher risk of delinquency, default and repossession, and higher losses than financing made to borrowers with better credit. Delinquency interrupts the flow of projected interest income and repayment of principal from a contract. Furthermore, a default can ultimately lead to a loss if the net realizable value of the automobile securing the contract is insufficient to cover the principal and interest due on the contract or if the vehicle cannot be recovered. The Company's profitability depends, in part, upon its ability to properly evaluate the creditworthiness of non-prime borrowers and efficiently service such contracts. Although the Company believes that its underwriting criteria and collection methods enable it to manage the higher risks inherent in financing made to non-prime borrowers, no assurance can be given that such criteria or methods will afford adequate protection against such risks. If the Company experiences higher losses than anticipated, its financial condition, results of operations and business prospects could be materially and adversely affected.

5.3.5.Economic Risk

Recent and future disruptions in domestic and global economic and market conditions could have adverse consequences for the used automotive retail industry in the future and may have greater consequences for the non-prime segment of the industry.

In the normal course of business, the used automotive retail industry is subject to changes in regional U.S. economic conditions, including, but not limited to, interest rates, gasoline prices, inflation, personal discretionary spending levels, and consumer sentiment about the economy in general. Recent and future disruptions in domestic and global economic and market conditions could adversely affect consumer demand or increase the Company's costs, resulting in lower profitability for the Company. Due to the Company's focus on non-prime customers, its actual rate of delinquencies, repossessions and credit losses on contracts could be higher under adverse economic conditions than those experienced in the

automotive retail finance industry in general. The Company is unable to predict with certainty the future impact of the most recent global economic conditions on consumer demand in our markets or on the Company's costs.

6. COMPANY ORGANIZATION

6.

6.1. MANAGEMENT AND STAFF

6.1.1. Operational structure of AmeriMark

The company's management is composed of 3 members:

Chairman and CEO, Nick Markosian

Nick Markosian has been in the automotive sales industry for more than 2 decades. He rose through the ranks to upper management at a major dealer group by the age of 21. At the age of 25, he became a storeowner and has owned and operated independent dealerships since that period. Mr. Markosian is noted for developing successful auto retailing techniques now ensconced in The Markosian Formula. He is sought after nationwide by industry association groups to teach his sales and management techniques, philosophy and formula to dealer groups and industry people. Mr. Markosian pioneered the Lease Here Pay Here format and has recently been appointed to the Board of Directors of the National Vehicle Leasing Association. He has completed a number of industry oriented education courses, such as the Joe Verde School of Management and Learn to Lead. Mr. Markosian also is a Group 20 auto dealership member and serves on the dealer advisory panel of Next Gear Financing, a leading automobile finance company.

John Kirkland- General Manager

John Kirkland is an executive professional with over 15 years of experience in the automotive sales industry. He operates in the areas in the areas of management, automobile finance, data review and sales. He is the operational General Manager for all retail sales responsible for all three of the Company's locations.

6.2. COMPOSITION OF THE BOARD OF DIRECTORS

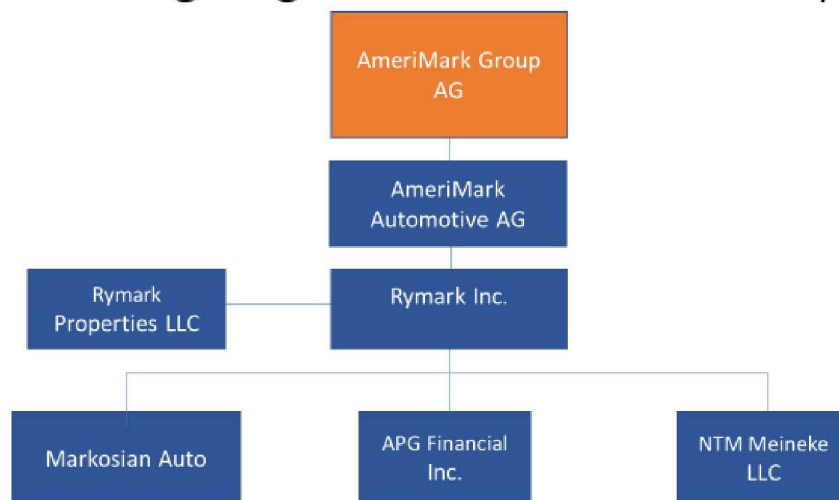
The Board of Directors of the Company AmeriMark Group AG is composed by:

Member	Address	Position
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Nicolai Colshorn	Dammstrasse 19 6301 Zug Switzerland and Steinhauserstrasse 74 6300 Zug Switzerland	Chairman / Director
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6.3. LEGAL ORGANIGRAM

Organigram AmeriMark Group



6.4. COMPANY SITES

The company leases three locations in and around Salt Lake City, Utah, U.S.A.

Address	Area(ft ²)	Usage
565 N. State Rd Lindon, UT	21,780	Leasing headquarters, vehicle service and maintenance operations
3213 Wall Ave. Ogden UT	43,560	Vehicle sales and service
4238 S. Redwood Rd Taylorsville, UT	139,392	Vehicle Sales and administrative headquarters

6.5. HUMAN RESOURCES

The aggregate staff of the Company at present is 44 personnel, including but not limited to, managerial, sales, finance, automotive service technicians, accounts payable, service desk staff, towing, vehicle title clerical staffing and business development.

Staffing costs includes salaries, bonuses, other allowances, benefits-in-kind and contributions to pension schemes;

The Company's management believes that our employees are among the most valuable assets of the Group and have contributed to the success of the Group. The company offers training relating to the Group and its structure to new employees. AMERIMARK also provide in-house training to its employees to enhance their knowledge of the products, production methods, workplace safety standards, quality standards, sales and marketing skills and corporate culture. During the past few years, the company did not experience any significant turnover of staff or any disruption to its business operations due to labor disputes. The Directors consider that the company has maintained a good relationship with its employees.

The total salary and compensation paid to the employees in 2017 was approximately USD \$ 2.26 million.

- **Employee benefits**

In addition to statutory US payroll and social security contributions the Company offers the following benefits to its employees:

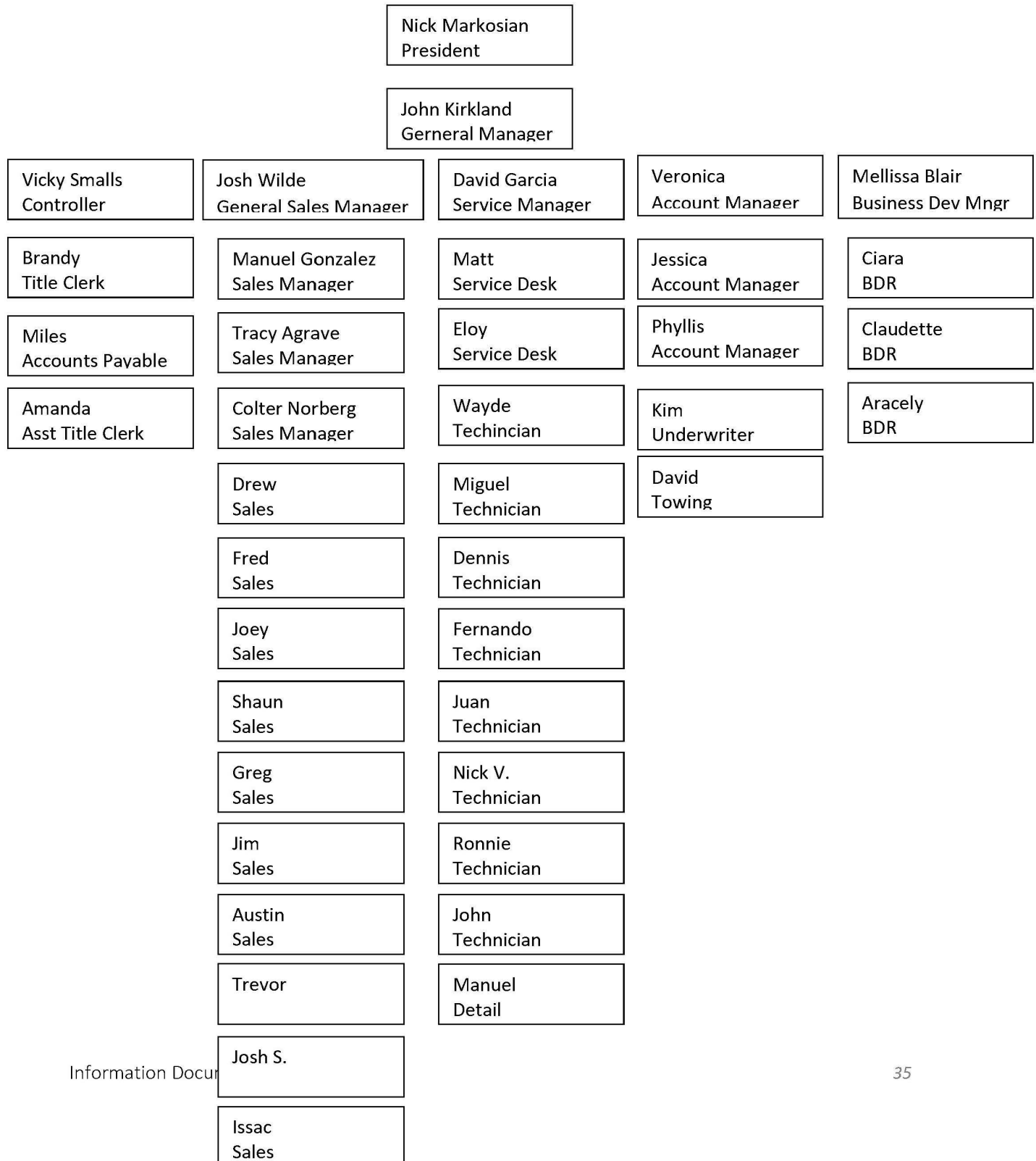
- **Social security funds**

Percentage of the relevant employees' monthly salary

Basic pension insurance	18 %
Basic medical insurance	7.5 %
Unemployment insurance	2 %
Work-related injury insurance	1 %
Maternity insurance	0.7 %

- **Employee profit sharing**

There is no employee profit-sharing at this time.

EMPLOYEES6.6. FUNCTIONAL EMPLOYEE FLOWCHART, DECEMBER 31ST, 2018

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7. GENERAL INFORMATION

7.

7.1. COMPANY INFORMATION

7.1.1. Legal Name and domicile (Article 1 of the Articles of Association)

Under the Company name of

AmeriMark Group AG

AmeriMark Group Ltd.

AmeriMark Group SA

a corporation limited by shares with unlimited duration exists according to art. 620 et seq. of the Swiss Code of Obligations (CO), having its domicile in Kanton Zug, Switzerland

7.1.2. Headquarters

The headquarter of the Company is:

AMERIMARK GROUP, AG
Steinhauserstrasse 74 6301 Zug Switzerland
Tel: +852-3524 7370
Website: www.amerimarkag.com

7.1.3. Company Registration

AmeriMark Group AG was incorporated in Switzerland on July 27, 2015. The Company is registered in the Commercial Registry of Kanton Zug Switzerland under number 356.633.696.

The Company LEI number is 894500K0AED89O47F342.

7.1.4. Company Purposes (Article 2 of the Articles of Association)

The corporate purpose of the Company is:

The holding, permanent administration and sale of investments of domestic and foreign companies of all kind.

It can also set up branches and subsidiaries in Switzerland and abroad, purchase or sell holdings in other companies in Switzerland or abroad and engage in all transactions that are directly or indirectly in connection with its corporate purpose. The company can purchase, encumber, sell and administer property in Switzerland and abroad. It can also finance on the company's or third party's account as well as exercising guarantees and securities for subsidiaries and third parties.

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7.1.5.Duration (Article 1 of the Articles of Association)

A corporation limited by shares with unlimited duration exists according to art. 620 et seq. of the Swiss Code of Obligations (CO).

7.1.6.Financial Year (Article 20 of the Articles of Association)

The board of directors determines the business year.

The financial statement, consisting of the profit and loss statement, the balance sheet and the notes, shall be drawn up according to the provisions of the Swiss Code of Obligations, in particular to the art. 957 et seq. CO, as well as according to the proper accounting principles.

7.1.7.Dividends

For the three previous financial years, AmeriMark AG has not paid any dividends.

7.1.8.Reserves and allocation of profits (Article 21 of the Articles of Association)

First the appropriations to the reserves provided for by law have to be deducted from the annual profit. The remaining balance sheet profit is at the disposal of the shareholders' meeting, which can use it at its complete discretion within the legal framework (in particular art. 671 et seq. CO).

7.1.9.Payment of dividends (Article 7 of the Articles of Association)

The shareholders' meeting is the Company's supreme corporate body. It has the following exclusive competency: approval of the annual financial statement as well as resolutions on the use of the balance sheet profits, in particular the declaration of dividends or royalties.

7.2. MANAGEMENT, BOARD OF DIRECTORS & CONTROL

7.2.1.Election and composition of the board of directors (Article 13 of the Articles of Association)

The Company's board of directors shall be composed of one or several members.

The members of the board of directors are elected for a term of one year, i.e. until the next ordinary shareholders' meeting, and may be reelected after that point in time.

The board of directors constitutes itself. It appoints its president and a secretary. The latter does not need to be a member of the board of directors.

7.2.2. Meetings and resolutions (Article 14 of the Articles of Association)

Quorum, passing of resolutions and the bylaws are governed by the organizational regulations.

Each member of the board of directors may request from the president an immediate convening of a meeting, stating the reasons therefore.

The chairperson has the casting vote regarding the passing of resolutions in the meetings of the board of directors.

Resolutions to a proposed motion may also be passed by written consent, unless any member requests oral deliberation.

For decisions requiring public recording no minimum presence is required.

Minutes shall be kept of the actions and resolutions of the board of directors, which shall be signed, by the chairperson and the secretary.

7.2.3. Right to information and inspection (Article 15 of the Articles of Association)

Each member of the board of directors may ask for information with regard to all matters of the Company.

All members of the board of directors as well as the persons entrusted with the management are obliged to give information in the meetings.

Outside the meetings, each member of the board of directors is entitled to request from the persons entrusted with the management information about the course of business and, with the president's authorisation, also about individual transactions.

Each member may ask the president to arrange for him to inspect books and records, as far as necessary for the performance of a task.

If the president rejects a request for information, a hearing or an inspection, the board of directors shall decide upon that matter.

Provisions or resolutions of the board of directors, which extend the right to information and inspection of its members remain reserved.

7.2.4. Board of directors tasks (Article 16 of the Articles of Association)

The board of directors may pass resolutions in all matters not reserved by law or the articles of association for the shareholders' meeting. It manages the business affairs of the Company unless it has delegated to the management.

The board of directors has the following non-transferable and inalienable tasks:

1. the ultimate management of the Company and the giving of necessary directives;
2. the establishment of the organisation;
3. the structuring of the accounting system, of the financial controlling as well as the financial planning, as long as this is necessary for the management of the Company;
4. the appointment and dismissal of the persons entrusted with the management and the representation of the Company;
5. the ultimate supervision of the persons entrusted with the management, in particular, with regard to compliance with the law, the articles of association, regulations and directives;

6. the preparation of the business report as well as the preparation of the shareholders' meeting of the shareholders and the execution of its resolutions;
7. the notification of the judge in case of over indebtedness.

The board of directors may delegate the preparation and the execution of its resolutions or the supervision of business transactions to committees or to particular members. It is obliged to take care of an appropriate reporting to its members.

7.2.5. Transfer of management and representation (Article 17 of the Articles of Association)

The board of directors may transfer the management as a whole or in part to individual members or third persons, according to a organisational regulation.

The organisational regulations shall organise the management of the Company, determine the positions necessary for it, define its duties and determine particularly the reporting requirements.

The board of directors shall jointly manage the management of the Company, insofar as the management has not been delegated.

The board of directors may delegate the representation to one or several members (delegates) or to third parties (directors). At least one of the members of the board of directors has to be authorised to represent the Company.

7.2.6. Notice and agenda of ordinary shareholders' meeting (Article 8 of the Articles of Association)

The ordinary shareholders' meeting is to be held yearly within six months following the close of the business year, extraordinary shareholders' meetings may be convened when required.

The shareholders' meetings shall take place at the Company's registered office or another location in Switzerland or abroad as determined by the board of directors. The shareholders' meeting will be held in English, subject to an alternative resolution of the board of directors.

Notice of the shareholders' meeting is given by means of a single publication in the Swiss Official Gazette of Commerce for the holders of bearer shares or by letter or e-mail to the shareholders and usufructuaries of record. Between the day of publication or the mailing of the notice and the day of the shareholders' meeting there must be a time period of not less than 20 days. The notice shall be made by the board of directors, or, if necessary, by the auditors. Liquidators, representatives of the bond holders and the shareholders' meeting itself also have the right to convene the meetings.

One or several shareholders that represent at least 10 percent of the share capital or the board of directors, indicating the agenda items and the proposals, may also convene a shareholders' meeting. In this case the board of directors has to convene the meeting within 30 days. Shareholders that represent 10 percent of the share capital or shares with a par value of CHF 1 million, may require items to be put on the agenda. Notice and the setting of the agenda shall be requested in written form, indicating the agenda items and proposals.

The notice shall contain the agenda items and the proposals of the board of directors as well as of the shareholders who have requested the execution of a shareholders' meeting or that a specific item be placed on the agenda.

The annual report and the audit report have to be available for inspection by the shareholders at the registered office of the Company at the latest 20 days prior to the ordinary shareholders' meeting. Each shareholder may demand an immediate delivery of these documents to him. The notice to the shareholders must refer to this option.

No resolutions may be taken on items that were not announced properly; except for motions to convene an extraordinary shareholders' meeting, to perform a special audit or to elect auditors upon to a shareholders' request.

No prior notification is required for submitting motions relating to the agenda items and to discuss matters without passing a resolution.

7.2.7. Universal meeting (Article 9 of the Articles of Association)

Unless there is any opposition, the owners or representatives of all the shares are empowered to hold a shareholders' meeting without observance of the said formalities of notice.

As long as the holders of all shares are present in person or by proxy, such meeting may discuss and validly pass resolutions on all matters within the powers of a shareholders' meeting.

7.2.8. Shareholders' meeting and chair (Article 10 of the Articles of Association)

The shareholders' meeting shall be chaired as a rule by the president, if he is absent, by another member of the board of directors that is chosen by the board of directors. In case of absence of all members of the board of directors, the shareholders' meeting elects an ad hoc chairperson.

The chairperson designates a secretary and a scrutineer, who do not need to be shareholders of the Company. The minutes of the meeting need to be signed by the chairperson and the secretary. The shareholders are entitled to read the minutes.

7.2.9. Voting rights and representation (Article 11 of the Articles of Association)

Each share entitles its holder to one vote in the shareholders' meeting. Art. 693 para. 3 as well as art. 704 para. 1 CO remain reserved.

Each shareholder may have his shares represented in the shareholders' meeting by himself or by a third person who does not need to be a shareholder.

7.2.10. Resolutions (Article 12 of the Articles of Association)

Unless the law or the articles of association provide otherwise, the shareholders' meeting passes its resolutions and performs elections with the absolute majority of the votes cast. In case of a tie, the motion shall be deemed to be rejected.

The chairperson of the shareholders' meeting determines the voting procedure.

A resolution of the shareholders' meeting carried with at least two thirds of the votes represented at the meeting and the absolute majority of the nominal values of the shares represented at the meeting is required for:

1. changes in the Company's purpose;
2. creation of shares with privileged voting rights;
3. restrictions on the transferability of registered shares;
4. an authorised or conditional capital increase;
5. a capital increase out of the Company's equity, against contributions in kind or for the purpose of an acquisition of assets, and the granting of special benefits;
6. restriction or suspension of the pre-emptive rights;
7. change of the Company's registered seat;
8. dissolution of the Company.

Provisions of the articles of association that provide a higher quorum for the passing of certain resolutions than prescribed by law, can only be adopted and suspended with that same higher quorum.

7.2.11. Auditors (Article 18 of the Articles of Association)

Statutory auditors of the company for four financial years as of the date of appointment January 6, 2018:

Lambda Consult GmbH

Whose office is located at:

Säntisstrasse 44b 8311 Brütten Switzerland

The shareholders' meeting elects the auditors.

It can waive the election of auditors, if:

1. the Company has no legal obligation to perform a regular audit;
2. all shareholders agree; and
3. the Company has not more than an annual average number of ten full time employees.

The waiver remains valid for the following years. Each shareholder, however, has the right to demand the execution of a limited audit and the appointment of auditors at the latest 10 days prior to a shareholders' meeting. In this case the shareholders' meeting may only pass the resolutions according to article 7 para. 3 and 4, after the auditors' report has been submitted.

7.2.12. Requirements for the auditors (Article 19 of the Article of Association)

One or several natural persons or legal entities or partnerships may be elected as auditors.

The auditors must have their residence, domicile or registered branch office in Switzerland. If the Company has several auditors, at least one of them has to meet this requirement.

If the Company is obliged to perform a regular audit, the shareholders' meeting has to elect an officially admitted audit expert or a state supervised auditing enterprise as auditor pursuant to the provisions of the Audit Supervision Act of 16 December 2005.

If the Company is obliged to perform a limited audit, the shareholders' meeting has to elect an officially admitted auditor pursuant to the provisions of the Audit Supervision Act of 16 December 2005. The waiver of the auditors according to article 18 remains reserved.

The auditors must be independent in accordance with art. 728 and 729 CO.

The auditors are elected for the period of one business year. Their term of office ends with the approval of the last annual financial statement. Reelection is possible. Dismissal is possible at any time and with immediate effect.

7.2.13. Notices and publications (Articles 23 of the Article of Association)

Notices to the holders of registered shares are made by letter, e-mail or fax, as decided by the board of directors, to the addresses listed in the share register, those to the holders of bearer shares by publication in the Swiss Official Gazette of Commerce.

The medium of publication of the Company is the Swiss Official Gazette of Commerce.

8. INFORMATION CONCERNING THE OPERATION

8.

8.1. REGISTRATION WITH VIENNA DIRECT MTF

Registration procedure:	Technical admission on Vienna Stock Exchange Direct MTF Segment
Number of shares to be listed:	20 000 000 shares of CHF 0,05 nominal value each
Nominal price per share:	CHF 0.05
Amount of the share capital:	CHF 1,000,000
Listing price per share:	€0,50
Market capitalisation:	€5 000 000
ISIN Code:	CH0454224574
Direct Ticker:	_____
Legal Entity Identifier:	894500K0AED89O47F342

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Registration Number: 356.633.696

Financial service: Bank M, Mainzer Landstrasse 61, D-60329 Frankfurt Am
Mainz, Germany

Initial listing and trading date: June XX, 2019

8.2. MAIN OBJECTIVE OF THE LISTING PROCESS

AmeriMark Group AG) was incorporated in Switzerland on July 27, 2015. On May 9, 2018 the Company held an Extraordinary General Meeting of the Shareholders wherein the following events were ratified by the shareholders:

I. The change of name to AmeriMark Automotive AG

II. The issuance of 20,000,000 registered shares with a nominal value of CHF 0.05 to be issued in exchange for 18,000,000 shares of AmeriMark Automotive AG, a Swiss company incorporated on June 6, 2016 which in turn owns 100% of Rymark, Inc, the US based operating entity.

AmeriMark Group AG is seeking admission to trading on the Vienna Direct MTF for these 20,000,000 shares.

8.3. CALENDAR OF THE FUTURE PRESS RELEASES

Publication of sales figures for the financial year ending on December 31st 2018: XXXX

Next Annual General Meeting: XXX

8.4. COMPANY'S SHARE CAPITAL

Article 3 of the articles of association sets out the Company's share capital.

Share capital (Article 3 of the Articles of Association)

The Company's share capital is CHF 1'340'000.00. It is divided into 20'000'000 registered shares of CHF 0.05 nominal value each and 3'400'000 bearer shares of CHF 0.10 par value each. The share capital is fully paid up.

8.5. COMPANY'S SHAREHOLDING STRUCTURE

As the date of the Information Document and according to the shareholders' register, the principal shareholders are indicated below:

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage of Ownership</u>
Nicholas T. Markosian	6,441,655	32.05%
Whitetree Capital, Ltd.(Cyprus) Erika Zorkady, UBO	13,000,000	65%

8.5.1.Capital increase (Article 3 b of the Articles of Association)

The Board of Directors is authorised, at any time until 9 May 2020 to increase the share capital by a maximum of CHF 170'000.00 through the issuance of a maximum of 1'133'333 bearer shares, to be fully paid up, with a nominal value of CHF 0.15 per share. Increases by underwriting as well as partial increases are permissible. The issue price, the time of dividend entitlement, and the type of contribution will be determined by the Board of Directors.

The Board of Directors is entitled to exclude shareholders' subscription rights pursuant to Art. 652b para. 2 of the Swiss Code of Obligations, in particular in connection with the necessary short-term capital procurement, the acquisition of companies or parts of companies or participations, employee participation, contributions in kind, merger, quasi-merger as well as the conversion of bearer participation certificates into shares, and to allocate them to employees or third parties. The Board of Directors shall decide on the allocation of unexercised subscription rights according to factual criteria.

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8.6. MAIN CHARACTERISTICS OF THE SHARES

8.6.1. Payment of shares (Article 11 of the Articles of Association)

Shares subscribed in cash must be compulsorily released from at least half of their nominal value at the time of their subscription and, if applicable, of the whole issue premium. The surplus must be released on one or more occasions on the call of the board of directors in the five years from the date on which the capital increase became final. Shares may be released by offsetting liquid and payable claims against the company. Calls for funds will be made known to subscribers by sending them a registered letter, with acknowledgment of receipt, by the Board of Directors to the address they have indicated during the subscription of the shares at least fifteen days before the date fixed for each payment. Payments of release are recorded by a nominative receipt which is, upon payment of the

balance exchanged for the definitive security. If the shareholder fails to be released at the times fixed by the Board of Directors, the sums payable on the number of shares subscribed by him, bear interest as of right in favour of the company at the rate of 8% per annum, as of the expiry of the month following the deadline, without legal claim or notice of default needed.

In addition, to obtain the payment of such sums, the company has the right of execution, the warranty claim, and the penalties provided by Articles L.228-27, L.228-28, and L.228-29 of the Commercial Code. Concerning the shares allocated in consideration of a contribution in kind or following the capitalization of profits, reserves or issue premiums, they must be fully paid up as soon as they are issued.

8.6.2. Form of shares (Article 4 of the Articles of Association)

The company is entitled to issue certificates for several shares, instead of individual shares.

Pursuant to the Articles of Association and subject to the provisions in subsection 4 and 5 shares can also be held in collective custody at a depository, issued as global certificate or as value rights (each within the meaning of the Swiss Code of Obligations) and managed as intermediated securities (within the meaning of the Federal Law on Intermediated Securities).

Transfers of intermediated securities, including the provision of guarantees, are effected exclusively according to the Federal Law on Intermediated Securities. If uncertificated shares are transferred by assignment, such assignment must be notified to the company in order to be valid.

The company can retract intermediate securities from the custodian system.

Shareholders are not entitled to receive printed and delivered physical shares or share certificates; existing titles shall be destroyed after return. The company can anyhow arrange the print and delivery of records (individual records, share certificates or global certificates), when it considers this necessary or useful.

8.6.3. Transfer of shares (Article 13 of the Articles of Association)

a) Ownership of the shares delivered in registered form results from their registration in the name of the holders on the registers kept for this purpose at the registered office. The transfer of these shares may be made, for third parties and the company, only by a transfer declaration, signed by the transferor or his assignee and recorded in the records kept by the company for that purpose.

If the shares are not fully paid up, the transfer declaration must be signed, in addition, by the assignee.

The company may require the signature of the parties to be certified by a public officer or the mayor of their domicile, subject to any exceptions that may result from the legal provisions.

The transfer of the shares free of charge, or following death, is also affected only by transfer mentioned on the register of transfers on justification of the transfer under the legal conditions. Transfer costs are the responsibility of the shareholders. Unpaid shares with payments due are not eligible for transfer.

(b) Cash shares are negotiable only after the registration of the company in the register of the trade mark or the registration of the modifying term as a result of a capital increase.

The contribution shares can not be detached from the stock and can only be traded two years after the completion of such registration, subject to the exceptions provided by the law when the shares come

from merger or partial asset transfer. However, during this period, they may be assigned by civil means in accordance with provisions of Article 1690 of the Civil Code.
Disposals or transfers of shares between shareholders or for the benefit of third parties take place freely, without reservation and without obtaining any prior consent.

8.6.4. Conversion, division and merger of shares (Article 5 of the Articles of Association)

The shareholders' meeting may, given that the share capital remains unchanged, at any time convert registered shares into bearer shares and bearer shares into registered shares by amendment of the articles of association as well as to divide the shares into a lower par value or to merge them into a higher par value, whereas the latter shall require the shareholder's consent.

8.6.5. Share register (Article 6 of the Articles of Association)

The board of directors shall keep a share register for all registered shares, in which the owners and usufructuaries are entered with their name, address and e-mail address.

In relation to the Company, only a person who is listed in the share register is deemed to be a shareholder or a usufructuary.

9. FINANCIAL INFORMATION

The financial information below present are the financial statements for RYMARK INC which is wholly owned by AMERIMARK GROUP AG:

- reviewed financial statements for fiscal years 2016 and 2017 that include all accounting adjustments including depreciation

- unreviewed financial statements for fiscal years 2016, 2017 and 2018 through November. These statements present the figures before depreciation and other accounting adjustments

Total revenue which includes car leasing and sales and finance income is USD \$21.5 million and \$20.7 million for 2016 and 2017 respectively (post-depreciation and adjustments) and \$27.6 million for 2018 through November (pre-depreciation and adjustments).

60% of AmeriMark's business is leasing cars. As such the cars remain an asset of Amerimark. Lease fleet depreciation expense was \$1,731,088 and \$1,100,520 for 2017 and 2016 respectively.

9.

9.1. SIMPLIFIED BALANCE SHEETS OF RYMARK INC.

(USD millions)

	Reviewed, post-depreciation and adjustments		Not reviewed, pre-depreciation and adjustments		
	2016	2017	2016	2017	2018 thru Nov
Current assets	4,750,947	5,701,899	9,591,012	13,570,350	16,695,130
Property and equipment	5,653,086	8,577,257	1,870,130	2,197,270	997,524
Other assets	1,264,999	1,453,009	654,437	17,660	690,003
Total assets	11,669,032	15,732,165	12,115,579	15,785,279	18,382,657
Current liabilities	6,609,542	10,624,224	4,603,426	4,920,138	6,254,888
Long-term liabilities	5,316,009	5,695,234	6,940,639	9,927,969	11,381,858
Total liabilities	11,925,551	16,319,458	11,544,065	14,848,107	17,636,747
Total stockholders' equity	(256,519)	(587,293)	571,514	937,173	745,910
Total liabilities and stockholders' equity	11,669,032	15,732,165	12,115,579	15,785,279	18,382,657

9.2. SIMPLIFIED INCOME STATEMENT OF RYMARK INC

(USD)

	Reviewed, post-depreciation and adjustments		Not reviewed, pre-depreciation and adjustments		
	2016	2017	2016	2017	2018 thru Nov
Sales	15,369,078	13,220,002	15,768,206	14,100,428	19,395,040
Cost of sales	13,093,445	10,821,008	13,001,551	11,345,055	17,092,506
Gross profit	2,275,633	2,398,994	2,766,655	2,755,374	2,302,534
Finance income	6,162,772	7,516,834	5,775,252	6,969,169	8,231,064
Total operating income	8,438,405	9,915,828	8,541,907	9,724,543	10,533,598
Operating expense	7,823,538	9,531,473	7,032,310	7,678,278	8,284,024
Income from operations	614,867	384,355	1,509,597	2,046,265	2,249,574
Other income (expense)	(508,176)	(656,225)	(304,172)	(731,732)	(845,662)
Net income	106,691	(271,870)	1,205,425	1,314,533	1,403,912

9.3. REVIEWED FINANCIAL STATEMENTS AND AND NOTES, 2016
AND 2017

**RYMARK, INC.
Dba MARKOSIAN AUTO**

FINANCIAL STATEMENTS

For The Years Ended December 31, 2016 and 2017

**Together With Review Report of
Independent Public Accountants**



Keddington & Christensen, LLC
Certified Public Accountants

**RYMARK, INC. dba MARKOSIAN AUTO
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Keddington & Christensen, LLC
Certified Public Accountants

Gary K. Keddington, CPA
Phyl R. Warnock, CPA
Marcus K. Arbuckle, CPA

INDEPENDENT ACCOUNTANT'S REVIEW REPORT

Nick Markosian
Rymark, Inc.
dba Markosian Auto
Taylorsville, UT

We have reviewed the accompanying financial statements of Rymark, Inc., dba Markosian Auto (the Company, a corporation) which comprise the balance sheets as of December 31, 2017 and 2016, and the related statements of income and changes in stockholder's equity and cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America: this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from materials misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Telephone (801) 590-2600
Fax (801) 265-9405

1455 West 2200 South, Suite 201
Salt Lake City, Utah 84119

Accountant's Conclusion

Based on our reviews, except for the issue noted in the Known Departure From Accounting Principles Generally Accepted in the United States of America paragraph, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Known Departure From Accounting Principles Generally Accepted in the United States of America

Accounting principles generally accepted in the United States of America require the financial statements of an entity that is wholly owned by another entity to be consolidated in the owning entity's financial statements. Management has informed us that the company's financial statements do not include the accounts of NTM Meineke, LLC in which the Company holds a 100% membership interest. The effects of this departure from accounting principles generally accepted in the United States of America on the financial position, results of operations, and cash flows have not been determined.

Keddington & Christensen

April

10,

2018

**RYMARK, INC. dba MARKOSIAN AUTO
BALANCE SHEETS
December 31, 2017 and 2016**

	<u>2017</u>	<u>2016</u>
Assets		
Current Assets:		
Contracts in transit	\$ 194,559	\$ 249,841
Accounts receivable - net	191,015	51,561
Contracts receivable-net	403,803	464,047
Inventories	4,884,254	3,953,932
Prepaid expenses	<u>28,268</u>	<u>31,566</u>
Total Current Assets	<u>5,701,899</u>	<u>4,750,947</u>
Property and equipment		
Inventory - leased vehicles - net	8,115,430	5,316,915
Property and equipment - net	<u>461,827</u>	<u>336,171</u>
Total Property and Equipment	<u>8,577,257</u>	<u>5,653,086</u>
Other Assets:		
Deferred initial direct costs	319,747	240,689
Goodwill	30,000	30,000
Due from related parties	<u>1,103,262</u>	<u>994,310</u>
Total Other Assets	<u>1,453,009</u>	<u>1,264,999</u>
Total Assets	<u><u>\$ 15,732,165</u></u>	<u><u>\$ 11,669,032</u></u>

See accompanying notes and independent accountant's review report.

RYMARK, INC. dba MARKOSIAN AUTO
BALANCE SHEETS (Continued)
December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Liabilities and Stockholder's Equity		
Current Liabilities:		
Cash overdraft	\$ 171,744	\$ 49,182
Notes payable - flooring	3,076,171	2,456,860
Accounts payable	655,124	307,787
Accrued liabilities	636,260	468,731
Notes payable	5,073,534	1,416,526
Deferred income	406,041	352,884
Due to related parties	<u>605,350</u>	<u>1,557,572</u>
Total Current Liabilities	10,624,224	6,609,542
Long-Term Liabilities:		
Notes payable	68,420	52,664
Deferred income	364,725	-
Due to related parties	<u>5,262,089</u>	<u>5,263,345</u>
Total Liabilities	<u>16,319,458</u>	<u>11,925,551</u>
Stockholder's Equity		
Common stock, no par value, 50,000 shares authorized, 1,000 shares issued and outstanding	1,300	1,300
Additional paid in capital	1,831,029	1,331,029
Treasury stock: 100 shares	(98,104)	(98,104)
Retained earnings (deficit)	<u>(2,321,518)</u>	<u>(1,490,744)</u>
Total Stockholders' Equity	<u>(587,293)</u>	<u>(256,519)</u>
Total Liabilities and Stockholder's Equity	<u><u>\$ 15,732,165</u></u>	<u><u>\$ 11,669,032</u></u>

See accompanying notes and independent accountant's review report.

RYMARK, INC. dba MARKOSIAN AUTO
STATEMENTS OF INCOME
For The Years Ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Sales		
Vehicles	\$ 10,268,573	\$ 12,908,032
Service	<u>2,951,429</u>	<u>2,461,046</u>
Total Sales	13,220,002	15,369,078
Cost of Sales		
Vehicles	9,195,636	11,656,490
Service	<u>1,625,372</u>	<u>1,436,955</u>
Total Cost of Sales	10,821,008	13,093,445
Gross Profit	2,398,994	2,275,633
Other Operating Revenue:		
Finance and insurance income - net	718,168	1,188,112
Other automotive revenue	<u>6,798,666</u>	<u>4,974,660</u>
Total Operating Revenue	9,915,828	8,438,405
Operating Expenses:		
Selling, general and administrative	5,963,457	5,325,016
Interest on notes payable - flooring	190,366	168,106
Other automotive expense	1,575,442	1,211,215
Depreciation	<u>1,802,208</u>	<u>1,119,201</u>
Total Operating Expenses	9,531,473	7,823,538
Income from Operations	<u>384,355</u>	<u>614,867</u>
Other Income (Expenses):		
Other income	126,800	(9,243)
Interest expense	<u>(783,025)</u>	<u>(498,933)</u>
Total Other Income (Expense)	(656,225)	(508,176)
Net Income (Loss)	<u><u>\$ (271,870)</u></u>	<u><u>\$ 106,691</u></u>

See accompanying notes and independent accountant's review report.

RYMARK, INC. dba MARKOSIAN AUTO
STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY
For The Years Ended December 31, 2017 and 2016

	Common Stock	Additional Paid in Capital	Treasury Stock	Retained Earnings (Deficit)	Total Stockholder's Equity
Balance, December 31, 2015	\$ 1,300	\$ 1,255,786	\$ (98,104)	\$ (1,363,443)	\$ (204,461)
Contributions	-	75,243	-	-	75,243
Net income	-	-	-	106,691	106,691
Dividends	-	-	-	(233,992)	(233,992)
Balance, December 31, 2016	\$ 1,300	\$ 1,331,029	\$ (98,104)	\$ (1,490,744)	\$ (256,519)
Contributions	-	500,000	-	-	500,000
Net income	-	-	-	(271,870)	(271,870.00)
Dividends	-	-	-	(558,904)	(558,904.00)
Balance, December 31, 2017	<u>\$ 1,300</u>	<u>\$ 1,831,029</u>	<u>\$ (98,104)</u>	<u>\$ (2,321,518)</u>	<u>\$ (587,293)</u>

See accompanying notes and independent accountant's review report.

RYMARK, INC. dba MARKOSIAN AUTO
STATEMENTS OF CASH FLOWS
For The Years Ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Cash Flows From Operating Activities:		
Net income (loss)	\$ (271,870)	\$ 106,691
Adjustments to reconcile net loss to net cash from operating activities:		
Depreciation	1,802,208	1,119,201
(Increase) decrease in assets:		
Contracts in transit	55,282	(249,841)
Accounts receivable - net	(139,454)	3,431
Contracts receivable-net	60,244	(64,854)
Inventories - net	(930,322)	178,050
Prepaid expenses	3,298	9,667
Deferred initial direct costs	(79,058)	(66,157)
Due from related parties	(108,952)	(305,554)
Increase (decrease) in liabilities:		
Notes payable - flooring	619,311	1,126,109
Accounts payable	347,337	(307,810)
Accrued liabilities	167,529	(13,121)
Deferred income	417,882	151,246
Net Cash From Operating Activities	<u>1,943,435</u>	<u>1,687,058</u>
Cash Flows From Investing Activities:		
Purchase of goodwill	-	(15,000)
Purchase of property and equipment	(199,456)	(237,429)
Proceeds from sale of property and equipment	2,680	
Purchase of lease fleet vehicles	(4,529,603)	(3,397,377)
Net Cash From Investing Activities	<u>(4,726,379)</u>	<u>(3,649,806)</u>
Cash Flows From Financing Activities:		
Cash overdraft	122,562	(106,619)
Proceeds from notes payable	5,710,252	1,913,450
Principal payments on notes payable	(2,037,488)	(1,166,148)
Proceeds from notes payable - related party	500,000	1,700,000
Principal payments on notes payable - related party	(1,453,478)	(219,186)
Capital contribution	500,000	75,243
Dividends to owner	(558,904)	(233,992)
Net Cash From Financing Activities	<u>2,782,944</u>	<u>1,962,748</u>
Net (Decrease) Increase in Cash and Cash Equivalents	-	-
Cash and Cash Equivalents, Beginning of Year	-	-
Cash and Cash Equivalents, End of Year	<u>\$ -</u>	<u>\$ -</u>

See accompanying notes and independent accountant's review report.

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RYMARK, INC. dba MARKOSIAN AUTO
STATEMENTS OF CASH FLOWS (Continued)
For The Years Ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Supplemental Disclosures of Cash Flow Information		
Cash paid during the year for:		
Interest	\$ 751,498	498,933
Interest - flooring	169,394	168,106

See accompanying notes and independent accountant's review report.

**RYMARK, INC. dba MARKOSIAN AUTO
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Rymark, Inc., dba Markosian Auto (the Company) was re-organized with the State of Utah Department of Commerce on October 10, 2013. The entity's principal business is the lease and retail sale of used automobiles. In the past, the Company provided financing for the purchase of used vehicles. The primary location is in Taylorsville, Utah, with additional locations in Lindon and Ogden, Utah. The Company had a satellite office in St. George, Utah.

Summary of Significant Accounting Policies:

Concentration of Credit Risk

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Credit risk on contracts in transit is limited due to the security in the underlying vehicles. The Company has not experienced any significant losses from uncollectible accounts.

Accounts receivables are stated at fair value. Typically, these receivables are settled within a short period and as such, the fair market value approximates the carrying value. At December 31, 2017 and 2016, all are considered collectible and management has determined that an allowance for uncollectible accounts is not required.

The contracts receivable represents auto financing loans that are administered by the Company and are not held for sale. The Company has exited the loan financing business and these contracts are in run off. During July of 2016 the Company purchased a location in Ogden, Utah that had a portfolio of buy here pay here contracts that are in run off and have been added to their contracts in run off. Related fees and costs are immaterial to the contracts receivable balances and are included in the face amount of the receivables. Contracts receivable are recorded at the balance outstanding net of an allowance for credit losses. Auto loans were made to customers with higher-than-normal credit risk within a relatively narrow range of risk characteristics and are secured by the related vehicle. A single allowance for credit losses is determined based on management's estimate of the collectability of loans according to prior experience and consideration for current economic conditions and the value of collateral. Interest income is recognized when received unless the related loan is past due. These auto financing loans that are more than 90 days overdue are the contracts that management considers with the most potential to become uncollectible. Interest income generally is not recognized on past due loans unless the likelihood of further loss is remote. Interest payments received on such loans are applied as a reduction of the loan principal balance. After a loan is considered past due, generally the automobile is repossessed to satisfy the loan, with any loss charged to the allowance account. Because the company acts quickly to repossess vehicles when loans are past due, a separate impairment analysis is not performed. There may be situations where the loan will be written off and no collection or vehicle repossession courses of action are taken.

Inventories

Used vehicles are stated at the lower of cost or market, on a specific unit basis as determined by management.

**RYMARK, INC. dba MARKOSIAN AUTO
NOTES TO FINANCIAL STATEMENTS**

**NOTE 1 NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)**

Summary of Significant Accounting Policies (Continued):

Property and Equipment

Property and equipment are depreciated using the straight-line method. Leasehold improvements are depreciated over 5 to 39 years. Furniture and fixtures are depreciated over estimated useful lives of 5 to 15 years. Vehicles are depreciated over estimated useful lives of five years. Total property and equipment depreciation expense for the years ended December 31, 2017 and 2016 was \$71,120 and \$18,681, respectively.

Lease Fleet

The lease fleet consists of vehicles that are out on lease to customers. The vehicles are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated life of 5 years. Lease fleet depreciation expense for the years ended December 31, 2017 and 2016 was \$1,731,088 and \$1,100,520, respectively. Upon disposal, any gains or losses are included in operations.

Recognition of Finance and Insurance Income

The Company recognizes income from finance commissions, insurance commissions and service contract sales at the time the vehicles are sold. Management has determined that an allowance for estimated future chargebacks is not required.

Income Taxes

The Company elected to be taxed as an S Corporation and as such the Company's taxable income and losses are passed through to its stockholder; accordingly, no provision for income taxes has been made.

Sales Tax

All taxes that are collected from customers and remitted to governmental authorities are excluded from revenue.

Statement of Cash Flows

The net change in floor plan financing of inventory, which is a customary financing technique in the automobile industry, is reflected in operating activities.

Management Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at December 31, 2017 and 2016, and revenues and expenses during the years then ended. The actual outcome of the estimates could differ from the estimates made in the preparation of the financial statements.

Fair Value of Financial Instruments

As of December 31, 2017 and 2016, the carrying values of due to related parties, flooring notes payable, and notes payable approximate their estimated fair value based on management's assessment.

Reclassifications

Certain amounts in the prior period presentation have been reclassified to conform to the current period financial statement presentation. These reclassifications have no effect on previously reported net income.

**RYMARK, INC. dba MARKOSIAN AUTO
NOTES TO FINANCIAL STATEMENTS**

NOTE 2 ACCOUNTS RECEIVABLE – NET

	<u>2017</u>	<u>2016</u>
Trade	\$ 106,692	\$ 26,292
Financing income	22,677	25,269
Delinquent lease payments	61,646	-
	<u>\$ 191,015</u>	<u>\$ 51,561</u>

NOTE 3 CONTRACTS RECEIVABLE - NET

	<u>2017</u>	<u>2016</u>
Contracts receivable	\$ 444,258	\$ 723,025
Less allowance for contract losses	(40,455)	(258,978)
	<u>\$ 403,803</u>	<u>\$ 464,047</u>

Activity in the allowance for contract losses consists of the following at December 31:

	<u>2017</u>	<u>2016</u>
Balance at January 1	\$ 258,978	\$ -
Current year allowance estimate	-	361,458
Contracts charged off	(218,523)	(102,480)
Balance at December 31	<u>\$ 40,455</u>	<u>\$ 258,978</u>

NOTE 4 LEASING ACTIVITIES

The Company leases cars to customers under operating lease agreements with terms primarily of 12 to 36 months. Equipment under operating leases was \$9,788,210 as of December 31, 2017 and \$6,349,988 as of December 31, 2016. These amounts are included in property and equipment in the accompanying balance sheet. Accumulated depreciation on equipment under operating leases was \$1,672,780 as of December 31, 2017 and \$1,033,073 as of December 31, 2016.

Minimum future rentals on operating leases with original terms of one year or longer (excluding contingent rentals) total \$10,746,768 and \$6,474,495 at December 31, 2017 and 2016, respectively. These amounts are receivable as of December 31, 2017 as follows: \$5,912,472 in 2018, \$3,675,498 in 2019 and \$1,158,798 in 2020.

NOTE 5 INVENTORIES

Inventories consist of the following components:

	<u>2017</u>	<u>2016</u>
Used vehicles	\$ 4,867,531	\$ 3,946,604
Other	16,723	7,328
	<u>\$ 4,884,254</u>	<u>\$ 3,953,932</u>

**RYMARK, INC. dba MARKOSIAN AUTO
NOTES TO FINANCIAL STATEMENTS**

NOTE 6 PROPERTY AND EQUIPMENT – NET

	<u>2017</u>	<u>2016</u>
Leasehold improvements	\$ 230,178	\$ 135,924
Furniture and fixtures	478,598	449,043
Company vehicles	136,822	64,267
Inventory - leased vehicles	<u>9,788,210</u>	<u>6,349,988</u>
	10,633,808	6,999,222
Less accumulated depreciation	<u>(2,056,551)</u>	<u>(1,346,136)</u>
	<u><u>\$ 8,577,257</u></u>	<u><u>\$ 5,653,086</u></u>

NOTE 7 RELATED PARTY TRANSACTIONS

	<u>2017</u>	<u>2016</u>
Due From Related Parties		
Receivable from an entity that is owned by stockholder that is in the process of being formed. The receivable is considered long term.	\$ 125,000	\$125,000
Receivable from an entity that is owned by stockholder that leases the premises to the Company. The receivable is made up of various transactions where the Company aided this entity's operations with either assets or cash. There are no stated terms and the receivable is considered long term.	354,416	398,971
Receivable from an entity that is owned by stockholder's wife. There are no stated terms and the receivable is considered long term.	19,018	19,018
Receivable from an entity that is owned by the Company that provides vehicle service work for the Company's customers and others. The receivable is made up of various transactions where the Company aided this entity's operations with either assets or cash. There are no stated terms and the receivable is considered long term.	<u>604,828</u>	<u>451,321</u>
	<u><u>\$ 1,103,262</u></u>	<u><u>\$ 994,310</u></u>

**RYMARK, INC. dba MARKOSIAN AUTO
NOTES TO FINANCIAL STATEMENTS**

NOTE 7 RELATED PARTY TRANSACTIONS (Continued)

	<u>2017</u>	<u>2016</u>
Related Party Notes Payable		
Note payable based on an agreement that the stockholder has with a family investment firm. Monthly interest only is paid at 8%. The balance is considered short term and there are no other stated terms.	\$ 500,000	\$ 1,000,000
Note payable based on an agreement that the stockholder has with a family investment firm. Monthly interest only is paid at 6.76%. The balance is considered long term and there are no other stated terms.	5,262,089	5,263,345
Note payable based on a verbal agreement that the stockholder has with a family investment firm. Monthly interest and principal varies, interest rate of 8.00%. The balance is considered short term.	31,577	483,889
Note payable based on a verbal agreement that the stockholder has with a family member. Interest is paid at 8% on an annual basis and the note is considered short term.	<u>73,773</u>	<u>73,683</u>
Total related party notes payable	5,867,439	6,820,917
Less: current portion	<u>(605,350)</u>	<u>(1,557,572)</u>
	<u><u>\$ 5,262,089</u></u>	<u><u>\$ 5,263,345</u></u>

NOTE 8 NOTES PAYABLE – FLOORING

Floor plan notes payable on used vehicles are collateralized by the vehicles and the related proceeds from the sales and lease transactions. There are two separate flooring lines with different financing institutions. LHPH financing requires payment 10 days after receipt of proceeds. The maximum credit available under the financing arrangement with this financial institution is \$1,300,000. Interest is fixed at 10% as of year end December 31, 2017. Next Gear financing requires payment 15 days after the transaction or 3 days after funding. The maximum credit available under the financing arrangement with this financial institution is \$1,000,000. Interest is variable and was 5.25% as of year end December 31, 2017. As of year end December 31 the outstanding flooring payable was as follows:

	<u>2017</u>	<u>2016</u>
LHPH notes payable-flooring	\$ 1,201,163	\$ 1,136,157
Next Gear notes payable-flooring	<u>1,875,008</u>	<u>1,320,703</u>
	<u><u>\$ 3,076,171</u></u>	<u><u>\$ 2,456,860</u></u>

Notes payable – flooring includes notes of \$184,164 secured by vehicles that were sold as of December 31, 2017.

**RYMARK, INC. dba MARKOSIAN AUTO
NOTES TO FINANCIAL STATEMENTS**

NOTE 9 DEBT

	<u>2017</u>	<u>2016</u>
Line of Credit		
Revolving line of credit with a financial institution up to \$1,500,000, matures annually. Monthly principal and interest payment varies based on balance owed. Interest rates vary, interest rate of 11.25% at December 31, 2017. LOC is secured by the vehicles and the leases for which the funds were advanced.	\$ 1,245,152	\$ 60,376
Line of Credit		
Revolving line of credit with a financial institution up to \$5,000,000, matures annually. Monthly principal and interest payment varies based on balance owed. Interest rates vary, interest rate of 9.50% at December 31, 2017. LOC is secured by the vehicles and the leases for which the funds were advanced.	3,785,785	1,329,515
Note Payable		
Note payable to a bank maturing on October 25, 2019. Payable in monthly principal and interest installments of \$2,518, interest rate at December 31, 2017 of 5.35%. Secured by a equipment.	52,974	79,299
Note Payable		
Note payable to a bank maturing on December 20, 2021. Payable in monthly principal of \$1,209, interest free loan. Secured by a vehicle.	<u>58,043</u>	<u>-</u>
Total lines of credit and notes payable	5,141,954	1,469,190
Less: current portion	<u>(5,073,534)</u>	<u>(1,416,526)</u>
	<u><u>\$ 68,420</u></u>	<u><u>\$ 52,664</u></u>

NOTE 10 ADVERTISING EXPENSE

The Company expenses advertising costs as incurred. Advertising expense was approximately \$757,700 as of year end December 31, 2017 and approximately \$776,000 as of year end December 31, 2016, and is included in selling, general and administrative expense on the statement of income.

NOTE 11 FACILITY OPERATING LEASES

Taylorsville, Utah

The Taylorsville operating facilities are leased from an entity owned by the stockholder and an entity owned by a family investment firm. The monthly rent paid to the stockholder's entity has two components: \$9,000 is paid monthly on a month to month basis: \$3,540 is paid monthly through September, 2027. The monthly rent paid to the family investment entity is \$11,000 and the lease runs through December 31, 2019 with the option to renew for three five year periods. The Company pays the real estate taxes and maintenance expense for the property.

Ogden, Utah

The Ogden operating facilities are leased from an entity owned by the stockholder. The monthly rent is \$8,000 and is paid on a month to month basis. The Company pays real estate taxes and maintenance expense for the property.

**RYMARK, INC. dba MARKOSIAN AUTO
NOTES TO FINANCIAL STATEMENTS**

NOTE 11 FACILITY OPERATING LEASES (Continued)

Lindon, Utah

The Lindon operating facilities are leased from an outside entity under a 3-year operating lease that expires December 31, 2018 with two options to renew for one year. The monthly rent is \$4,500 for 2017 and \$4,738 per month for 2018. The Company pays the maintenance expense for the property.

Rent expense for the above leases for the years ended December 31, 2017 and 2016 was approximately \$442,000 and \$417,000, respectively.

The following is a summary of future minimum lease payments for the years ending December 31:

	<u>Amount</u>
2018	\$ 231,336
2019	174,480
2020	42,480
2021	42,480
2022	42,480
Thereafter	<u>159,300</u>
	<u><u>\$ 692,556</u></u>

NOTE 12 SUBSEQUENT EVENTS

The Company has evaluated subsequent events through April 10, 2018, the date which the financial statements were available to be issued.

9.4. CERTIFICATION OF CHAIRMAN AND DIRECTOR

Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations of the Group as of, and for, the periods presented in this annual report.

Nicolai Colshorn
Chairman and Director

Document d'information / Information Document

10. APPENDIX

10.

10.1. AMERIMARK AG: ORIGINAL VERSION OF THE ARTICLES OF ASSOCIATION

STATUTEN

ARTICLES OF ASSOCIATION

der

of

AmeriMark Group AG

AmeriMark Group AG

AmeriMark Group Ltd.

AmeriMark Group Ltd.

AmeriMark Group SA

AmeriMark SA

(nachfolgend die "Gesellschaft")

(referred to as the "Company")

mit Sitz in Teufen (AR)

domiciled in Teufen (AR)

I. GRUNDLAGEN

I. BASICS

Artikel 1– Firma und Sitz

article 1– Company name and domicile

Unter der Firma

Under the Company name of

Information Document

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AmeriMark Group AG

AmeriMark Group Ltd.

AmeriMark Group SA

AmeriMark Group AG

AmeriMark Group Ltd.

AmeriMark Group SA

besteht mit Sitz in *Teufen (AR)* auf unbestimmte Dauer eine Aktiengesellschaft gemäss Art. 620 ff. OR.

a corporation limited by shares with unlimited duration exists according to art. 620 et seq. of the Swiss Code of Obligations (CO), having its domicile in *Teufen (AR)*.

Artikel 2– Zweck

Die Gesellschaft bezweckt das Halten, Verwalten und Verkaufen von Beteiligungen an in- und ausländischen Unternehmen aller Art.

Sie kann Zweigniederlassungen und Tochtergesellschaften im In- und Ausland errichten und sich an anderen Unternehmen im In- und Ausland beteiligen sowie alle Geschäfte tätigen, die direkt oder indirekt mit ihrem Zweck in Zusammenhang stehen. Die Gesellschaft kann im In- und Ausland Grundeigentum erwerben, belasten, veräussern und verwalten. Sie kann auch Finanzierungen für eigene oder fremde Rechnung vornehmen sowie Garantien und Bürgschaften für Tochtergesellschaften und Dritte eingehen.

article 2– purpose

The company's purpose is the holding, permanent administration and sale of investments of domestic and foreign companies of all kind.

It can also set up branches and subsidiaries in Switzerland and abroad, purchase or sell holdings in other companies in Switzerland or abroad and engage in all transactions that are directly or indirectly in connection with its corporate purpose. The company can purchase, encumber, sell and administer property in Switzerland and abroad. It can also finance on the company's or third party's account as well as exercising guarantees and securities for subsidiaries and third parties.

II. AKTIENKAPITAL

Artikel 3– Aktienkapital und Aktien

Das Aktienkapital der Gesellschaft beträgt 1'340'000.00. Es ist eingeteilt in 20'000'000 Namenaktien zu je CHF 0.05 Nennwert und 3'400'000 Inhaberaktien zu je CHF 0.10 Nennwert. Das Aktienkapital ist vollliberiert.

Artikel 3a – Sacheinlage

Die Gesellschaft übernimmt bei der Gründung von Oriel Rechtman 7'000'000, von Olga Rechtman 2'000'000, von Riteman Inc. 1'000'000, von Artfield Investments RD Inc. 1'000'000 und von THE QURO TRUST 6'000'000 Aktien der O.R. Holding Inc. in Shediac, New Brunswick, Kanada, zum Preis von CHF 340'000.00. Die Bewertung ist angemessen. Gemäss Sacheinlageverträgen vom 27. Juli 2015 wird der Übernahmepreis getilgt durch die Ausgabe von 1'400'000 vollliberierten Namenaktien zu nominell CHF 0.10 an Oriel Rechtman, 400'000 vollliberierten Namenaktien zu nominell CHF 0.10 an Olga Rechtman, 200'000 vollliberierten Namenaktien zu nominell CHF 0.10 an Riteman Inc., 200'000 vollliberierten Namenaktien zu nominell CHF 0.10 an Artfield Investments RD Inc. und

Information Document

II. SHARE CAPITAL

article 3– share capital and shares

The Company's share capital is CHF 1'340'000.00. It is divided into 20'000'000 registered shares of CHF 0.05 par value each and 3'400'000 bearer shares of CHF 0.10 par value each. The share capital is fully paid up.

article 3a – contribution in kind

The company acquires 7,000,000 from Oriel Rechtman, 2,000,000 from Olga Rechtman, 1,000,000 from Riteman Inc., 1,000,000 from Artfield Investments RD Inc. 1,000,000 and of THE QURO TRUST 6,000,000 shares of O.R. Holding Inc. in Shediac, New Brunswick, Canada, at a price of CHF 340,000.00. The valuation is reasonable. According to the non-cash contribution agreements of July 27, 2015, the purchase price will be repaid by issuing 1,400,000 fully-liberated registered shares with a par value of CHF 0.10 to Oriel Rechtman, 400,000 fully-liberated registered shares with a par value of CHF 0.10 to Olga Rechtman, 200,000 fully-liberated registered shares with a par value of CHF 0.10 to Riteman Inc, 200'000 fully-liberated registered shares with a nominal value of CHF 0.10 in Artfield Investments RD Inc. and 1'200'000 fully-

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1'200'000 vollliberierten Namenaktien zu nominell CHF 0.10 an THE QURO TRUST.

liberated registered shares with a nominal value of CHF 0.10 in THE QURO TRUST.

Artikel 3b – Genehmigtes Kapital

article 3b – authorized share capital

Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 9. Mai 2020, das Aktienkapital im Maximalbetrag von CHF 170'000.00 durch Ausgabe von höchstens 3'400'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.05 zu erhöhen. Erhöhungen auf dem Wege der Festübernahme sowie Erhöhungen in Teilbeträgen sind gestattet. Der jeweilige Ausgabebetrag, der Zeitpunkt der Dividendenberechtigung und die Art der Einlagen werden vom Verwaltungsrat bestimmt.

The Board of Directors is authorised, at any time until 9 May 2020 to increase the share capital by a maximum of CHF 170'000.00 through the issuance of a maximum of 3'400'000 registered shares, to be fully paid up, with a nominal value of CHF 0.05 per share. Increases by underwriting as well as partial increases are permissible. The issue price, the time of dividend entitlement, and the type of contribution will be determined by the Board of Directors.

Der Verwaltungsrat ist berechtigt, das Bezugsrecht der Aktionäre nach Massgabe von Art. 652b Abs. 2 OR, insbesondere im Rahmen notwendiger kurzfristiger Kapitalbeschaffung, Übernahme von Unternehmen oder Unternehmensteilen oder Beteiligungen, Beteiligung der Arbeitnehmer, Sacheinlagen, Fusion, Quasifusion sowie die Umwandlung von Partizipationsscheinen in Aktien, auszuschliessen und Arbeitnehmern oder Dritten zuzuweisen. Der Verwaltungsrat hat nach sachlichen Kriterien über die Zuweisung nicht ausgeübter Bezugsrechte zu entscheiden

The Board of Directors is entitled to exclude shareholders' subscription rights pursuant to Art. 652b para. 2 of the Swiss Code of Obligations, in particular in connection with the necessary short-term capital procurement, the acquisition of companies or parts of companies or participations, employee participation, contributions in kind, merger, quasi-merger as well as the conversion of bearer participation certificates into shares, and to allocate them to employees or third parties. The Board of Directors shall decide on the allocation of unexercised subscription rights according to factual criteria.

Artikel 3c – Sacheinlage

article 3c – contribution in kind

Die Gesellschaft übernimmt bei der ordentlichen Kapitalerhöhung vom 9. Mai 2018 gemäss Sacheinlagevertrag vom 9. Mai 2018 insgesamt 18'000'000 Namenaktien à nom. CHF 0.05 der AmeriMark Automotive AG (CHE-100.954.940), mit Sitz in Frauenfeld, zum Preis von CHF 1'000'000.00, wofür den Sacheinlegern für ihre Aktien insgesamt 20'000'000 Namenaktien à nom. CHF 0.05 zu insgesamt nom. CHF 1'000'000.00 wie folgt ausgegeben werden:

In the ordinary capital increase of 9th May, 2018, the Company will acquire a total of 18,000,000,000 registered shares with a par value of CHF 0.05 each of AmeriMark Automotive AG (CHE-100.954.940), domiciled in Frauenfeld, at a price of CHF 1'000'000.00. In accordance with the non-cash contribution agreement of 9th May, 2018 the contributors in kind will receive 20'000'000 registered shares à nom. CHF 0.05 at a total of nom. CHF 1'000'000.00 for their shares as follows:

Sacheinleger contributor in kind /	Anzahl eingelegte Aktien der / number of contributed shares of AmeriMark Automotive AG à nom. CHF 0.05	Anzahl ausgegebener Aktien der Gesellschaft à nom. CHF 0.05 / number of received shares of the Company à nom. CHF 0.05	Nennwert / value (in CHF)
Markosian, Dr. Michael	20'000	22'222	1'111.10
Markosian, Richard	20'000	22'222	1'111.10
Markosian, Paul	20'000	22'222	1'111.10
Markosian, Bruce	20'000	22'222	1'111.10
Markosian, Becky	20'000	22'222	1'111.10
Kirkland, John	25'000	27'778	1'388.90
Small, Vicky	25'000	27'778	1'388.90
Gardiner, Heric	15'000	16'667	833.35
Garcia, David	15'000	16'667	833.35
Comacho, Guz	10'000	11'111	555.55
Holmes, Bill	10'000	11'111	555.55
Markosian, Jennifer	200'000	222'222	11'111.10

Markosian, Nicolas	20'000	22'222	1'111.10
Markosian, John Paul	20'000	22'222	1'111.10
Markosian, Louis	20'000	22'222	1'111.10
Wilhite, Jacob	20'000	22'222	1'111.10
Wilhite, Ethan	20'000	22'222	1'111.10
Friends and Equity GmbH	2'500	2'779	138.95
Whitetree Capital, Ltd.	11'700'117	13'000'000	650,000
Markosian, Nicholas T.	5'797'547	6'441'655	322,082
Total	18'000'000	20'000'000	1'000'000.00

Artikel 4– Form der Aktien

article 4– type of shares

Anstelle von einzelnen Aktien kann die Gesellschaft Zertifikate über mehrere Aktien ausstellen.

The company is entitled to issue certificates for several shares, instead of individual shares.

Die Gesellschaft kann unter Vorbehalt der nachfolgenden Absätze 4 und 5 Aktien zur Sammelverwahrung einer Verwahrungsstelle übergeben, als Globalurkunde oder als Wertrechte (je im Sinne des Obligationenrechts) ausgeben und als Bucheffekten (im Sinne des Bucheffektengesetzes) führen.

Pursuant to the Articles of Association and subject to the provisions in subsection 4 and 5 shares can also be held in collective custody at a depository, issued as global certificate or as value rights (each within the meaning of the Swiss Code of Obligations) and managed as intermediated securities (within the meaning of the Federal Law on Intermediated Securities).

Verfügungen über Bucheffekten, Transfers of intermediated securities,
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einschliesslich der Bestellung von Sicherheiten, unterstehen dem Bucheffektengesetz. Werden nicht verurkundete Aktien durch Abtretung übertragen, bedarf diese zur Gültigkeit der Anzeige an die Gesellschaft.

Die Gesellschaft kann als Bucheffekten geführte Aktien aus dem Verwahrungssystem zurückziehen.

Die Aktionäre haben keinen Anspruch auf Druck und Auslieferung von physischen Aktien oder Aktienzertifikaten; bestehende Titel dürfen nach deren Rückgabe vernichtet werden. Die Gesellschaft kann den Druck und die Ausgabe von Urkunden (Einzelurkunden, Aktienzertifikate oder Globalurkunden) jedoch veranlassen, wenn sie dies als notwendig oder nützlich erachtet.

Artikel 5– Umwandlung, Zerlegung und Zusammenlegung von Aktien

Die Generalversammlung kann bei unverändert bleibendem Aktienkapital durch Statutenänderung jederzeit Namenaktien in Inhaberaktien und Inhaberaktien in Namenaktien umwandeln sowie Aktien in solche von kleinerem Nennwert zerlegen oder zu solchen von grösserem Nennwert

including the provision of guarantees, are effected exclusively according to the Federal Law on Intermediated Securities. If uncertificated shares are transferred by assignment, such assignment must be notified to the company in order to be valid.

The company can retract intermediate securities from the custodian system.

Shareholders are not entitled to receive printed and delivered physical shares or share certificates; existing titles shall be destroyed after return. The company can anyhow arrange the print and delivery of records (individual records, share certificates or global certificates), when it considers this necessary or useful.

article 5– conversion, division and merger of shares

The shareholders' meeting may, given that the share capital remains unchanged, at any time convert registered shares into bearer shares and bearer shares into registered shares by amendment of the articles of association as well as to divide the shares into a lower par value or to merge them into a higher par

zusammenlegen, wobei letzteres der Zustimmung des Aktionärs bedarf.

value, whereas the latter shall require the shareholder's consent.

Artikel 6– Aktienbuch

article 6– share register

Der Verwaltungsrat führt über alle Namenaktien ein Aktienbuch, in welches die Eigentümer und Nutzniesser mit Namen, Adresse und E-Mail-Adresse eingetragen werden.

The board of directors shall keep a share register for all registered shares, in which the owners and usufructuaries are entered with their name, address and e-mail address.

Im Verhältnis zur Gesellschaft gilt als Aktionär oder als Nutzniesser, wer im Aktienbuch eingetragen ist.

In relation to the Company, only a person who is listed in the share register is deemed to be a shareholder or a usufructuary.

III. ORGANISATION DER GESELLSCHAFT

III. ORGANISATION OF THE COMPANY

A. Generalversammlung

A. Shareholders' Meeting

Artikel 7– Befugnisse

article 7– competences

Oberstes Organ der Gesellschaft ist die Generalversammlung der Aktionäre. Ihr stehen folgende unübertragbare Befugnisse zu:

The shareholders' meeting is the Company's supreme corporate body. It has the following exclusive competences:

1. adoption and amendment of the articles of

1. die Festsetzung und Änderung der Statuten;
2. die Wahl der Mitglieder des Verwaltungsrates und gegebenenfalls der Revisionsstelle;
3. gegebenenfalls die Genehmigung des Lageberichtes und der Konzernrechnung;
4. die Genehmigung der Jahresrechnung sowie die Beschlussfassung über die Verwendung des Bilanzgewinnes, insbesondere die Festsetzung der Dividende und der Tantieme;
5. die Entlastung der Mitglieder des Verwaltungsrates;
6. die Beschlussfassung über die Gegenstände, die der Generalversammlung durch das Gesetz oder die Statuten vorbehalten sind.

Artikel 8– Einberufung und Traktandierung

Die ordentliche Versammlung findet alljährlich innerhalb sechs Monaten nach Schluss des Geschäftsjahres statt, ausserordentliche Versammlungen werden je nach Bedürfnis einberufen.

Die Generalversammlungen finden am Gesellschaftssitz oder an einem anderen, vom Verwaltungsrat zu bestimmenden Ort in der Schweiz oder im Ausland statt. Die

association;

2. election of the members of board of directors and, as the case may be, of the auditors;
3. approval of the business situation report and of the consolidated accounts, as the case may be;
4. approval of the annual financial statement as well as resolutions on the use of the balance sheet profits, in particular the declaration of dividends or royalties;
5. discharge of members of the board of directors;
6. resolutions on all matters which, under the articles of association or according to the law, are reserved to the shareholders' meeting.

article 8– notice and agenda

The ordinary shareholders' meeting is to be held yearly within six months following the close of the business year, extraordinary shareholders' meetings may be convened when required.

The shareholders' meetings shall take place at the Company's registered office or another location in Switzerland or abroad as determined by the board of directors. The

Generalversammlung wird in englischer Sprache abgehalten. Vorbehalten bleibt ein anderslautender Beschluss des Verwaltungsrats.

shareholders' meeting will be held in English, subject to an alternative resolution of the board of directors.

Die Einberufungen zu den Generalversammlungen erfolgen an Inhaberaktionäre durch einmalige Publikation im Schweizerischen Handelsamtsblatt, an Namenaktionäre per Brief oder E-Mail an die im Aktienbuch eingetragenen Aktionäre und Nutzniesser. Zwischen dem Tag der Publikation oder dem Versand der Einladung und dem Tag der Generalversammlung müssen mindestens 20 Tage liegen. Die Einberufung erfolgt durch den Verwaltungsrat, nötigenfalls durch die Revisionsstelle. Das Einberufungsrecht steht auch den Liquidatoren, den Vertretern der Anleihensgläubiger sowie der Generalversammlung selbst zu.

Notice of the shareholders' meeting is given by means of a single publication in the Swiss Official Gazette of Commerce for the holders of bearer shares or by letter or e-mail to the shareholders and usufructuaries of record. Between the day of publication or the mailing of the notice and the day of the shareholders' meeting there must be a time period of not less than 20 days. The notice shall be made by the board of directors, or, if necessary, by the auditors. Liquidators, representatives of the bond holders and the shareholders' meeting itself also have the right to convene the meetings.

Die Einberufung einer Generalversammlung kann auch von einem oder mehreren Aktionären, die zusammen mindestens 10 Prozent des Aktienkapitals vertreten, vom Verwaltungsrat unter Angabe der Verhandlungsgegenstände und der Anträge verlangt werden. In diesem Fall hat der Verwaltungsrat innert 30 Tagen eine Generalversammlung einzuberufen. Aktionäre, die 10 Prozent des Aktienkapitals oder Aktien im Nennwert von 1 Million Franken vertreten, können die Traktandierung

One or several shareholders that represent at least 10 percent of the share capital or the board of directors, indicating the agenda items and the proposals, may also convene a shareholders' meeting. In this case the board of directors has to convene the meeting within 30 days. Shareholders that represent 10 percent of the share capital or shares with a par value of CHF 1 million, may require items to be put on the agenda. Notice and the setting of the agenda shall be requested in written form, indicating the agenda items and

eines Verhandlungsgegenstandes verlangen. Einberufung und Traktandierung werden schriftlich unter Angabe des Verhandlungsgegenstandes und der Anträge anbegehrt.

proposals.

In der Einberufung sind die Verhandlungsgegenstände sowie die Anträge des Verwaltungsrates und der Aktionäre bekanntzugeben, welche die Durchführung einer Generalversammlung oder die Traktandierung eines Verhandlungsgegenstandes verlangt haben.

The notice shall contain the agenda items and the proposals of the board of directors as well as of the shareholders who have requested the execution of a shareholders' meeting or that a specific item be placed on the agenda.

Spätestens 20 Tage vor der ordentlichen Generalversammlung sind der Geschäftsbericht und der Revisionsbericht den Aktionären am Gesellschaftssitz zur Einsicht aufzulegen. Jeder Aktionär kann verlangen, dass ihm unverzüglich eine Ausfertigung dieser Unterlagen zugestellt wird. Die Aktionäre sind hierüber in der Einberufung zu unterrichten.

The annual report and the audit report have to be available for inspection by the shareholders at the registered office of the Company at the latest 20 days prior to the ordinary shareholders' meeting. Each shareholder may demand an immediate delivery of these documents to him. The notice to the shareholders must refer to this option.

Über Anträge zu nicht gehörig angekündigten Verhandlungsgegenständen können keine Beschlüsse gefasst werden; ausgenommen sind Anträge auf Einberufung einer ausserordentlichen Generalversammlung, auf Durchführung einer Sonderprüfung und auf Wahl einer Revisionsstelle infolge Begehrens

No resolutions may be taken on items that were not announced properly; except for motions to convene an extraordinary shareholders' meeting, to perform a special audit or to elect auditors upon to a shareholders' request.

eines Aktionärs.

Zur Stellung von Anträgen im Rahmen der Verhandlungsgegenstände und zu Verhandlungen ohne Beschlussfassung bedarf es keiner vorgängigen Ankündigung.

No prior notification is required for submitting motions relating to the agenda items and to discuss matters without passing a resolution.

Artikel 9– Universalversammlung

article 9– universal meeting

Die Eigentümer oder Vertreter sämtlicher Aktien können, falls kein Widerspruch erhoben wird, eine Generalversammlung ohne Einhaltung der für die Einberufung vorgeschriebenen Formvorschriften abhalten.

Unless there is any opposition, the owners or representatives of all the shares are empowered to hold a shareholders' meeting without observance of the said formalities of notice.

In dieser Versammlung kann über alle in den Geschäftskreis der Generalversammlung fallenden Gegenstände gültig verhandelt und Beschluss gefasst werden, solange die Eigentümer oder Vertreter sämtlicher Aktien anwesend sind.

As long as the holders of all shares are present in person or by proxy, such meeting may discuss and validly pass resolutions on all matters within the powers of a shareholders' meeting.

Artikel 10– Vorsitz und Protokoll

article 10– chair and minutes

Den Vorsitz in der Generalversammlung führt in der Regel der Präsident, in dessen Verhinderungsfälle ein anderes vom Verwaltungsrat bestimmtes Mitglied

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The shareholders' meeting shall be chaired as a rule by the president, if he is absent, by another member of the board of directors that is chosen by the board of directors. In

desselben. Ist kein Mitglied des Verwaltungsrates anwesend, wählt die Generalversammlung einen Tagesvorsitzenden.

Der Vorsitzende bezeichnet den Protokollführer und die Stimmenzähler, die nicht Aktionäre zu sein brauchen. Das Protokoll ist vom Vorsitzenden und vom Protokollführer zu unterzeichnen. Die Aktionäre sind berechtigt, das Protokoll einzusehen.

Artikel 11– Stimmrecht und Vertretung

In der Generalversammlung berechtigt jede Aktie zu einer Stimme. Vorbehalten bleiben Art. 693 Abs. 3 sowie Art. 704 Abs. 1 OR.

Jeder Aktionär kann seine Aktien in der Generalversammlung selbst vertreten oder durch einen Dritten vertreten lassen, der nicht Aktionär zu sein braucht.

Artikel 12– Beschlussfassung

Die Generalversammlung fasst ihre Beschlüsse und vollzieht ihre Wahlen, soweit das Gesetz oder die Statuten es nicht anders bestimmen, mit der absoluten Mehrheit der abgegebenen Aktienstimmen. Bei Stimmengleichheit gilt ein Antrag als abgelehnt.

Der Vorsitzende der Generalversammlung bestimmt das Verfahren der Stimmabgabe.

case of absence of all members of the board of directors, the shareholders' meeting elects an ad hoc chairperson.

The chairperson designates a secretary and a scrutineer, who do not need to be shareholders of the Company. The minutes of the meeting need to be signed by the chairperson and the secretary. The shareholders are entitled to read the minutes.

article 11– voting rights and representation

Each share entitles its holder to one vote in the shareholders' meeting. Art. 693 para. 3 as well as art. 704 para. 1 CO remain reserved.

Each shareholder may have his shares represented in the shareholders' meeting by himself or by a third person who does not need to be a shareholder.

article 12– resolutions

Unless the law or the articles of association provide otherwise, the shareholders' meeting passes its resolutions and performs elections with the absolute majority of the votes cast. In case of a tie, the motion shall be deemed to be rejected.

The chairperson of the shareholders' meeting determines the voting procedure.

Ein Beschluss der Generalversammlung, der mindestens zwei Drittel der vertretenen Stimmen und die absolute Mehrheit der vertretenen Aktiennennwerte auf sich vereinigt, ist erforderlich für:

1. die Änderung des Gesellschaftszweckes;
2. die Einführung von Stimmrechtsaktien;
3. die Beschränkung der Übertragbarkeit von Namenaktien;
4. eine genehmigte oder eine bedingte Kapitalerhöhung;
5. die Kapitalerhöhung aus Eigenkapital, gegen Sacheinlage oder zwecks Sachübernahme und die Gewährung von besonderen Vorteilen;
6. die Einschränkung oder Aufhebung des Bezugsrechtes;
7. die Verlegung des Sitzes der Gesellschaft;
8. die Auflösung der Gesellschaft.

Statutenbestimmungen, die für die Fassung bestimmter Beschlüsse grössere Mehrheiten als die vom Gesetz vorgeschriebenen festlegen, können nur mit dem erhöhten Mehr eingeführt und aufgehoben werden.

B. Verwaltungsrat

Artikel 13– Wahl und Zusammensetzung

Der Verwaltungsrat der Gesellschaft besteht aus einem oder mehreren Mitgliedern.

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A resolution of the shareholders' meeting carried with at least two thirds of the votes represented at the meeting and the absolute majority of the nominal values of the shares represented at the meeting is required for:

9. changes in the Company's purpose;
10. creation of shares with privileged voting rights;
11. restrictions on the transferability of registered shares;
12. an authorised or conditional capital increase;
13. a capital increase out of the Company's equity, against contributions in kind or for the purpose of an acquisition of assets, and the granting of special benefits;
14. restriction or suspension of the pre-emptive rights;
15. change of the Company's registered seat;
16. dissolution of the Company.

Provisions of the articles of association that provide a higher quorum for the passing of certain resolutions than prescribed by law, can only be adopted and suspended with that same higher quorum.

B. Board of Directors

article 13– election and composition

The Company's board of directors shall be composed of one or several members.

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Die Verwaltungsratsmitglieder werden jeweils für eine Dauer von einem Jahr, d.h. bis zur nächsten ordentlichen Generalversammlung gewählt und sind nachher wieder wählbar.

The members of the board of directors are elected for a term of one year, i.e. until the next ordinary shareholders' meeting, and may be reelected after that point in time.

Der Verwaltungsrat konstituiert sich selbst. Er bezeichnet seinen Präsidenten und den Sekretär. Dieser muss dem Verwaltungsrat nicht angehören.

The board of directors constitutes itself. It appoints its president and a secretary. The latter does not need to be a member of the board of directors.

**Artikel 14– Sitzungen und
Beschlussfassung**

article 14– meetings and resolutions

Beschlussfähigkeit, Beschlussfassung und Geschäftsordnung werden im Organisationsreglement geregelt.

Quorum, passing of resolutions and the bylaws are governed by the organisational regulations.

Jedes Mitglied des Verwaltungsrates kann unter Angabe der Gründe vom Präsidenten die unverzügliche Einberufung einer Sitzung verlangen.

Each member of the board of directors may request from the president an immediate convening of a meeting, stating the reasons therefore.

Bei der Beschlussfassung in Sitzungen des Verwaltungsrates hat der Vorsitzende den Stichentscheid.

The chairperson has the casting vote regarding the passing of resolutions in the meetings of the board of directors.

Beschlüsse können auch auf dem Wege der schriftlichen Zustimmung zu einem gestellten Antrag gefasst werden, sofern nicht ein Mitglied die mündliche Beratung verlangt.

Resolutions to a proposed motion may also be passed by written consent, unless any member requests oral deliberation.

Bei Beschlüssen, die der öffentlichen Beurkundung bedürfen, ist keine Mindestanwesenheitspflicht erforderlich.

For decisions requiring public recording no minimum presence is required.

Über die Verhandlungen und Beschlüsse ist ein Protokoll zu führen, das vom Vorsitzenden und vom Sekretär unterzeichnet wird.

Minutes shall be kept of the actions and resolutions of the board of directors which shall be signed by the chairperson and the secretary.

Artikel 15– Recht auf Auskunft und Einsicht

article 15– right to information and inspection

Jedes Mitglied des Verwaltungsrates kann Auskunft über alle Angelegenheiten der Gesellschaft verlangen.

Each member of the board of directors may ask for information with regard to all matters of the Company.

In den Sitzungen sind alle Mitglieder des Verwaltungsrates sowie die mit der Geschäftsführung betrauten Personen zur Auskunft verpflichtet.

All members of the board of directors as well as the persons entrusted with the management are obliged to give information in the meetings.

Ausserhalb der Sitzungen kann jedes Mitglied von den mit der Geschäftsführung betrauten Personen Auskunft über den Geschäftsgang und, mit Ermächtigung des Präsidenten, auch über einzelne Geschäfte verlangen.

Outside the meetings, each member of the board of directors is entitled to request from the persons entrusted with the management information about the course of business and, with the president's authorisation, also about individual transactions.

Soweit es für die Erfüllung einer Aufgabe erforderlich ist, kann jedes Mitglied dem Präsidenten beantragen, dass ihm Bücher und Akten vorgelegt werden.

Each member may ask the president to arrange for him to inspect books and records, as far as necessary for the performance of a task.

Weist der Präsident ein Gesuch auf Auskunft, Anhörung oder Einsicht ab, so entscheidet der Verwaltungsrat.

If the president rejects a request for information, a hearing or an inspection, the board of directors shall decide upon that matter.

Regelungen oder Beschlüsse des Verwaltungsrates, die das Recht auf Auskunft

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und Einsichtnahme der Verwaltungsräte erweitern, bleiben vorbehalten.

Provisions or resolutions of the board of directors, which extend the right to information and inspection of its members remain reserved.

Artikel 16– Aufgaben

article 16– tasks

Der Verwaltungsrat kann in allen Angelegenheiten Beschluss fassen, die nicht nach Gesetz oder Statuten der Generalversammlung zugeteilt sind. Er führt die Geschäfte der Gesellschaft, soweit er die Geschäftsführung nicht übertragen hat.

The board of directors may pass resolutions in all matters not reserved by law or the articles of association for the shareholders' meeting. It manages the business affairs of the Company unless it has delegated to the management.

Der Verwaltungsrat hat folgende unübertragbare und unentziehbare Aufgaben:

The board of directors has the following non-transferable and inalienable tasks:

1. die Oberleitung der Gesellschaft und die Erteilung der nötigen Weisungen;
 2. die Festlegung der Organisation;
 3. die Ausgestaltung des Rechnungswesens, der Finanzkontrolle sowie der Finanzplanung, sofern diese für die Führung der Gesellschaft notwendig ist;
 4. die Ernennung und Abberufung der mit der Geschäftsführung und der Vertretung betrauten Personen;
 5. die Oberaufsicht über die mit der Geschäftsführung betrauten Personen, namentlich im Hinblick auf die Befolgung der Gesetze, Statuten, Reglemente und Weisungen;
 6. die Erstellung des Geschäftsberichtes sowie die Vorbereitung der
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8. the ultimate management of the Company and the giving of necessary directives;
9. the establishment of the organisation;
10. the structuring of the accounting system, of the financial controlling as well as the financial planning, as long as this is necessary for the management of the Company;
11. the appointment and dismissal of the persons entrusted with the management and the representation of the Company;
12. the ultimate supervision of the persons entrusted with the management, in particular, with regard to compliance with the law, the articles of association, regulations and directives;
13. the preparation of the business report as

- Generalversammlung und die Ausführung ihrer Beschlüsse;
7. die Benachrichtigung des Richters im Falle der Überschuldung.

Der Verwaltungsrat kann die Vorbereitung und die Ausführung seiner Beschlüsse oder die Überwachung von Geschäften, Ausschüssen oder einzelnen Mitgliedern zuweisen. Er hat für eine angemessene Berichterstattung an seine Mitglieder zu sorgen.

Artikel 17– Übertragung der Geschäftsführung und der Vertretung

Der Verwaltungsrat kann die Geschäftsführung nach Massgabe eines Organisationsreglementes ganz oder zum Teil an einzelne Mitglieder oder an Dritte übertragen.

Das Organisationsreglement ordnet die Geschäftsführung, bestimmt die hierfür erforderlichen Stellen, umschreibt deren Aufgaben und regelt insbesondere die Berichterstattung.

Soweit die Geschäftsführung nicht übertragen worden ist, steht sie allen Mitgliedern des Verwaltungsrates gesamthaft zu.

Der Verwaltungsrat kann die Vertretung einem oder mehreren Mitgliedern

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well as the preparation of the shareholders' meeting of the shareholders and the execution of its resolutions;

14. the notification of the judge in case of over indebtedness.

The board of directors may delegate the preparation and the execution of its resolutions or the supervision of business transactions to committees or to particular members. It is obliged to take care of an appropriate reporting to its members.

article 17– transfer of management and representation

The board of directors may transfer the management as a whole or in part to individual members or third persons, according to a organisational regulation.

The organisational regulations shall organise the management of the Company, determine the positions necessary for it, define its duties and determine particularly the reporting requirements.

The board of directors shall jointly manage the management of the Company, insofar as the management has not been delegated.

The board of directors may delegate the representation to one or several members (delegates) or to third parties (directors). At least one of the members of the board of

(Delegierte) oder Dritten (Direktoren) übertragen. Mindestens ein Mitglied des Verwaltungsrates muss zur Vertretung befugt sein.

directors has to be authorised to represent the Company.

C. Revisionsstelle

C. Auditors

Artikel 18– Revision

article 18– audit

Die Generalversammlung wählt eine Revisionsstelle.

The shareholders' meeting elects the auditors.

Sie kann auf die Wahl einer Revisionsstelle verzichten, wenn:

It can waive the election of auditors, if:

1. die Gesellschaft nicht zur ordentlichen Revision verpflichtet ist;
2. sämtliche Aktionäre zustimmen; und
3. die Gesellschaft nicht mehr als zehn Vollzeitstellen im Jahresdurchschnitt hat.

4. the Company has no legal obligation to perform a regular audit;
5. all shareholders agree; and
6. the Company has not more than an annual average number of ten full time employees.

Der Verzicht gilt auch für die nachfolgenden Jahre. Jeder Aktionär hat jedoch das Recht, spätestens 10 Tage vor der Generalversammlung die Durchführung einer eingeschränkten Revision und die Wahl einer entsprechenden Revisionsstelle zu verlangen. Die Generalversammlung darf diesfalls die Beschlüsse nach Artikel 7 Ziff. 3 und 4 erst fassen, wenn der Revisionsbericht vorliegt.

The waiver remains valid for the following years. Each shareholder, however, has the right to demand the execution of a limited audit and the appointment of auditors at the latest 10 days prior to a shareholders' meeting. In this case the shareholders' meeting may only pass the resolutions according to article 7 para. 3 and 4, after the auditors' report has been submitted.

Artikel 19– Anforderungen an die Revisionsstelle

Als Revisionsstelle können eine oder mehrere natürliche oder juristische Personen oder Personengesellschaften gewählt werden.

Die Revisionsstelle muss ihren Wohnsitz, ihren Sitz oder eine eingetragene Zweigniederlassung in der Schweiz haben. Hat die Gesellschaft mehrere Revisionsstellen, so muss zumindest eine diese Voraussetzung erfüllen.

Ist die Gesellschaft zur ordentlichen Revision verpflichtet, so muss die Generalversammlung als Revisionsstelle einen zugelassenen Revisionsexperten bzw. ein staatlich beaufsichtigtes Revisionsunternehmen nach den Vorschriften des Revisionsaufsichtsgesetzes vom 16. Dezember 2005 wählen.

Ist die Gesellschaft zur eingeschränkten Revision verpflichtet, so muss die Generalversammlung als Revisionsstelle einen zugelassenen Revisor nach den Vorschriften des Revisionsaufsichtsgesetzes vom 16. Dezember 2005 wählen. Vorbehalten bleibt der Verzicht auf die Wahl einer Revisionsstelle nach Artikel 18.

Die Revisionsstelle muss nach Art. 728 bzw. 729 OR unabhängig sein.

Die Revisionsstelle wird für ein Geschäftsjahr
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article 19– requirements for the auditors

One or several natural persons or legal entities or partnerships may be elected as auditors.

The auditors must have their residence, domicile or registered branch office in Switzerland. If the Company has several auditors, at least one of them has to meet this requirement.

If the Company is obliged to perform a regular audit, the shareholders' meeting has to elect an officially admitted audit expert or a state supervised auditing enterprise as auditor pursuant to the provisions of the Audit Supervision Act of 16 December 2005.

If the Company is obliged to perform a limited audit, the shareholders' meeting has to elect an officially admitted auditor pursuant to the provisions of the Audit Supervision Act of 16 December 2005. The waiver of the auditors according to article 18 remains reserved.

The auditors must be independent in accordance with art. 728 and 729 CO.

The auditors are elected for the period of one business year. Their term of office ends with the approval of the last annual financial

gewählt. Ihr Amt endet mit der Abnahme der letzten Jahresrechnung. Eine Wiederwahl ist möglich. Eine Abberufung ist jederzeit und fristlos möglich.

IV. RECHNUNGSABSCHLUSS UND GEWINNVERTEILUNG

Artikel 20– Geschäftsjahr und Buchführung

Der Verwaltungsrat bestimmt das Geschäftsjahr.

Die Jahresrechnung, bestehend aus Erfolgsrechnung, Bilanz und Anhang, ist gemäss den Vorschriften des Schweizerischen Obligationenrechts, insbesondere 957 ff. OR, sowie nach den Grundsätzen der ordnungsgemässen Rechnungslegung aufzustellen.

Artikel 21– Reserven und Gewinnverwendung

Aus dem Jahresgewinn ist zuerst die Zuweisung an die Reserven entsprechend den Vorschriften des Gesetzes vorzunehmen. Der Bilanzgewinn steht zur Verfügung der Generalversammlung, die ihn im Rahmen der gesetzlichen Auflagen (insbesondere Art. 671 ff. OR) nach freiem Ermessen verwenden kann.

Artikel 22– Auflösung und Liquidation

statement. Reelection is possible. Dismissal is possible at any time and with immediate effect.

IV. FINANCIAL STATEMENTS AND PROFIT DISTRIBUTION

article 20– business year and accounting

The board of directors determines the business year.

The financial statement, consisting of the profit and loss statement, the balance sheet and the notes, shall be drawn up according to the provisions of the Swiss Code of Obligations, in particular to the art. 957 et seq. CO, as well as according to the proper accounting principles.

article 21– reserves and allocation of profits

First the appropriations to the reserves provided for by law have to be deducted from the annual profit. The remaining balance sheet profit is at the disposal of the shareholders' meeting, which can use it at its complete discretion within the legal framework (in particular art. 671 et seq. CO).

article 22– dissolution and liquidation

Die Auflösung der Gesellschaft kann durch einen Beschluss der Generalversammlung, über den eine öffentliche Urkunde zu errichten ist, erfolgen.

The shareholders' meeting may dissolve the Company by means of a resolution, which needs to be in the form of a public deed.

Die Liquidation wird durch den Verwaltungsrat besorgt, falls sie nicht durch einen Beschluss der Generalversammlung anderen Personen übertragen wird. Die Liquidation erfolgt gemäss Art. 742 ff. OR.

The liquidation will be carried out by the board of directors, unless the shareholders' meeting has delegated it to other persons by resolution. The liquidation shall be in accordance with art. 742 et seq. CO.

Das Vermögen der aufgelösten Gesellschaft wird nach Tilgung ihrer Schulden nach Massgabe der einbezahlten Beträge unter die Aktionäre verteilt.

Once the liabilities have been paid off, the assets of the dissolved Company will be distributed among the shareholders depending on their amounts paid in.

V. BENACHRICHTIGUNG

V. NOTIFICATION

Artikel 23– Mitteilungen und Bekanntmachungen

article 23– notices and publications

Mitteilungen an die Namenaktionäre erfolgen nach Ermessen des Verwaltungsrates per Brief, E-Mail oder Telefax an die im Aktienbuch verzeichneten Adressen, solche an die Inhaberaktionäre durch Publikation im Schweizerischen Handelsamtsblatt.

Notices to the holders of registered shares are made by letter, e-mail or fax, as decided by the board of directors, to the addresses listed in the share register, those to the holders of bearer shares by publication in the Swiss Official Gazette of Commerce.

Publikationsorgan der Gesellschaft ist das Schweizerische Handelsamtsblatt.

The medium of publication of the Company is the Swiss Official Gazette of Commerce.

VI. ALLGEMEINES

VI. GENERAL

Artikel 24– Sprache

article 24– language

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Von diesen Statuten existieren eine deutsche
und eine englische Version. Die deutsche
Fassung ist massgeblich.

A German and an English version exist of these
articles of association. The German version
shall prevail.

St. Gallen, den 9. Mai 2018 / *9th May 2018*

Der Vorsitzende / *The Chairman*

Nicolai Colshorn

BEGLAUBIGUNG

Die vorstehenden Statuten der AmeriMark Group AG wurden anlässlich der ausserordentlichen Generalversammlung vom 9. Mai 2018 einer Totalrevision unterzogen und mit Beschluss des Verwaltungsrates vom 9. Mai 2018 in deren Artikel 3 geändert und um Art. 3c ergänzt.

Rechtsanwalt Adrian Zehnder, Gysi & Partner Rechtsanwälte AG, Bachstrasse 19, 9008 St. Gallen, beglaubigt, dass das vorliegende 20-seitige Exemplar inhaltlich den derzeit gültigen Statuten der AmeriMark Group AG entspricht.

By resolution of the extra ordinary shareholders' meeting dated 9th May 2018 the company's articles of association were revised completely. By resolution of the company's board of directors dated 9th May 2018 the articles of association were amended in art. 3 and art. 3c was added.

Adrian Zehnder, attorney at law, Gysi & Partner Rechtsanwälte AG, Bachstrasse 19, 9008 St. Gallen, certifies that the present copy consisting of 20 pages substantially corresponds with the currently valid articles of association of AmeriMark Group Ltd.

St. Gallen, den 9. Mai 2018 / 9th May 2018

Der öffentliche Notar / the notary public

Adrian Zehnder, Rechtsanwalt / *attorney at law*